Marvel Comics Group presents

X-MEN

screenplay by

Andrew Kevin Walker

FIRST DRAFT
2nd revision June 7, 1994

EXT. CITY STREET -- NIGHT

A BILLBOARD atop one building reads, "MUTANTS MUST REGISTER." BELOW, Hollywood Boulevard sidewalks are filled with weirdos, tourists and movie-goers. People stop to watch as a VAN with MEGAPHONES on its roof drives past slowly.

VOICE (V.O.)
(from van megaphone)
... deadline for mutant registration is August fourth. All mutants must file for identification papers by this date...

INSERT TITLE -- LOS ANGELES, CALIFORNIA

People seem uneasy. FOLLOW the megaphone van as it makes its way down the street, still announcing. It stops at a red light. A National Guard troop TRUCK races through the intersection.

ELSEWHERE, on a dark, back street, a few men run towards a commotion ahead. The troop truck rounds a corner and passes them, HORN BLARING. FOLLOW the truck till it arrives at a PARKING LOT behind brick apartment buildings. A rowdy CROWD of curious CIVILIANS parts to let the truck through, then regroups.

NATIONAL GUARDSMEN leap from the truck, heading to the far corner of the lot to join other soldiers there. Military Men have surrounded a group of HOMELESS MEN. Four of the homeless are against a wall, held at gunpoint. It's the FIFTH HOMELESS MAN a

fearful COMMANDER is concerned with, coming to shove him roughly.

COMMANDER
Turn around and face the wall. Do it!
Keep your arms down.

The scruffy Fifth Man, in a tattered raincoat, looking just as frightened, obediently turns his back to the guns leveled at him. Commander approaches, cautious, reaching to the raincoat...

Commander pulls the raincoat down. Fifth Man is shirtless and dirty. He has four arms. Muscular arms. The other homeless men react in fear, moving away. The CROWD begins SHOUTING, calling out for Guardsmen to "Kill him!" "Shoot the mutie!" "Freak!" Soldiers holding the crowd at bay tighten their ranks.

A National Guardsman steps forward with a CAMERA and a high-powered FLASH. He takes pictures of the mutated Fifth Man, FLASHBULB FLASHING... FLASHING... blindingly bright.

At the edge of the lot, away from the crowd, a well dressed MAN stands watching, his face tense with anger. His hair is pure white. His manner refined and stately. We will call him MAGNETO. Magneto turns and walks away, into a narrow, dark alleyway.

EXT. METROPOLITAN SKYLINE -- NIGHT

A glittering cityscape. In one sleek skyscraper, in a penthouse window, a man, LOGAN, in a black suit, looks out.

INSERT TITLE -- TORONTO, CANADA

INT. SKYSCRAPER OFFICE, RECEPTION AREA -- NIGHT

Logan has an animalistic look to him, complimented by thick black sideburns and spiked hair. He studies the city, lights a cigar.

MALE VOICE (O.S.)
Mister Logan...

Logan looks to the snotty RECEPTIONIST at a desk, blows smoke.

RECEPTIONIST (CONT)
This is a non-smoking building.

LOGAN
Not anymore, bub. Unless you're thinking of trying to take this away from me.

The receptionist shrinks. Big doors open. PERKINS enters, suave.

PERKINS
Mister Logan. Follow me.

INT. BOSS MAN'S OFFICE -- NIGHT

Perkins enters, followed by Logan, who carries a BRIEFCASE. Across the room, BOSS MAN sits behind a desk, flanked by EIGHT thug-brute BODYGUARDS. Boss Man wears a garish WRESTLING KASK.

BOSS MAN
Stay where you are.

LOGAN

Whatever you say. Nice mask.

BOSS MAN
You have no need to see my face. By insisting on meeting me, you've created a atmosphere of mistrust. However, the customer is always right... especially when he has a suitcase full of cash. Will you do the honors, Perkins?

Perkins goes to take a short, BLACK METALLIC ROD off a bookshelf He flicks a switch on it. It HUMS. Logan eyes the device.

LOGAN
Now, hold on a second. What's that?

BOSS MAN
A metal-detector.

LOGAN
Yeah? What happened to a good, old fashioned frisking?

BOSS MAN
This is less offensive to most, and more effective. What seems to be the problem?

Logan looks unhappy. VERY CLOSE on his TIE TACK, we can see it's tip has a tiny, waffled MICROPHONE HOLE.

EXT. TORONTO STREET -- NIGHT

A large, innocuous van is parked at the curb. MONITORING:

BOSS MAN'S VOICE (V.O.)
You wouldn't have been foolish enough to bring a weapon here. You wouldn't...

INT. INNOCUOUS VAN -- NIGHT

Inside the van, MANY AGENTS are surrounded by recording devices. The team's MONITOR MAN listens through headphones:

BOSS MAN'S VOICE (V.O.,CONT)
... insult me like that, would you?

Monitor Man looks up to several armored STRIKE-FORCE AGENTS.

MONITOR MAN
Things just went sour.

INT. BOSS MAN'S OFFICE -- NIGHT

Logan, in a no-win situation, resides himself, holds up his hands.

LOGAN
Knock yourself out.

Perkins brings the metal-detector under Logan's arm. It lets out a SQUEAL. Boss Man stands, angry, points a gun at Logan.

BOSS MAN
Disarm the gentleman, Perkins.

PERKINS

(searching Logan)
There's... there's nothing here.

BOSS MAN
There must be. Find the gun.

The detector gives a WHINING ALARM all over Logan. Even his head triggers it. Perkins is baffled. Logan smiles, shrugs -- KICKS Perkins, SLAMS him aside and charges at Boss Man. Boss Man FIRES.

Logan hits the floor and rolls. He tries to get up, but is wracked by a SPASM of pain. He cringes, his eyes shut tight...

FLASHBACK -- LOGAN'S MEMORY -- P.O.V. FROM UNDERWATER: through a tangle of wires and tubes. Like looking from inside an aquarium to the outside world. A FIGURE in a lab coat passes, their image warped and made unrecognizable by the water and glass.

BACK TO SCENE IN BOSS MAN'S OFFICE

Logan opens his eyes, gasps, disoriented. Perkins POUNDS him across the forehead with the metal-detector. Knocks him out.

Across the room, Boss Man pushes a button on his desk. A BOOKSHELF SLIDES UP behind him, revealing a hidden passageway.

EXT. TORONTO STREET -- NIGHT

Four armored Strike-Force Agents run from the innocuous van.

INT. CHEMICAL WEAPON TEST LAB -- NIGHT

Bodyguards carry Logan's body into a futuristic lab. There's a gleaming GAS CHAMBER ahead. Logan's body is thrown in. The chamber door is slammed and sealed shut.

Logan lies groggy. CLOSE: the gash on his head, from Perkins' blow, pulls shut, already BEGINNING TO HEAL.

OUTSIDE THE CHAMBER, Boss Man, Perkins and bodyguards look in through the ultra-thick window as Logan comes to his senses.

BOSS MAN
The chemical weapon you came here to purchase is called Bio-thrax, Mister Logan. Within minutes of contacting human flesh it causes blistering ulcers.

INSIDE THE CHAMBER, Logan gets to his knees. Through a SPEAKER:

BOSS MAN (CONT)
But, that's nothing compared to what it does to your lungs. Please accept this free sample with my compliments.

OUTSIDE, Boss Man snaps his fingers. Perkins pulls a lever. Clouds of GAS begin HISSING into the chamber. Boss Man laughs. Through the window, Logan looks up, furious, lifts his fists. Just before Logan is enshrouded by the gas -- SNICKT -- three LONG METAL CLAWS shoot out from the backs of his hands.

BOSS MAN
What... what was that?

PERKINS

Looked like... some sort of knives.

At the gas filled chamber, SLUNKT -- Logan's metal claws jab through the glass. Boss Man and the others back away. SKRRREEEEKKK -- Logan's claws cut the glass with ease, then withdraw. SKKRRRENK - SKKKKKREEEEEK - the claws slash quick, completing a triangular pattern. The triangle is kicked out.

BOSS MAN
Don't just stand there. Get him!

Bodyguards, guns out, keep back to avoid the escaping gas which rises to the ceiling. Then, Logan LEAPS straight out...

He TACKLES one bodyguard to the floor, crazed, face covered in gas-induced blisters, raising a clawed fist, about to kill...

INT. INNOCUOUS VAN -- NIGHT

Monitor Man hears a SCREAM THROUGH his HEADPHONES. GUNSHOTS. Monitor Man reacts, throws the headphones off. More SCREAMS. SOUNDS like bodyguards are battling a snarling, murderous beast.

MONITOR MAN
(grim, of the sounds)
Here we go again.

INT. RECEPTION AREA -- NIGHT

The four Strike-Force Agents cross from the elevator, guns up, past the flustered, lame Receptionist, towards offices.

RECEPTIONIST
Um... do you have an appointment?

INT. BOSS MAN'S OFFICE -- NIGHT

BOOM -- the door is kicked in. Strike-Force Agents enter. Across the room, the bookshelf slides up. Strike-Force Agents level their guns, tense, waiting. After a moment, Logan walks in, disheveled, less blistered, his suit shredded and spotted with blood. He looks around calmly, straightening his tie.

LOGAN
I hope you brought a mop.

INT. CIRCUS BIG TOP TENT -- NIGHT

Under hot spotlights, a RINGMASTER speaks into a microphone. A BANNER behind him reads "FREAK SHOW" in big, red letters.

RINGMASTER
Ladies and gentlemen, boys and girls... nothing you have experienced in your lifetime has prepared you for this evening's entertainment. He will delight you. He will shock you. He will make your hair stand on end. And, so, without further ado, the Malkin Brother's Traveling Circus is proud to present... BLOB!

MUSIC BLARES. Spotlights spin, then converge on... BLOB. Wow. Mountainously obese is an understatement. He is 500 pounds of

sweat-dewy flab in a Speedo bathing suit. The CROWD is AWED.

RINGMASTER (O.S.,CONT)
Yes, friends, yes... here he is. Let your eyes try to take him all in.

Blob is bored and irritable, but dutifully raises his arms like a champion. He walks, flesh quivering, looking to the crowd.

IN THE CROWD, CHILDREN laugh at Blob. A pretty WOMAN is repulsed.

AT CENTER RING, the sights make Blob angry. He stops in front of a cinderblock wall with a bull's eye painted on it.

RINGMASTER (O.S.,CONT)
No scale can tell his true weight. No lone tape measure can accurately reveal his girth. But, that is not all. Blob is much more than a man with a severe glandular problem. Much more indeed...

DRUM ROLL BUILDS. Spotlights reveal FIFTEEN CIRCUS COWBOYS with rifles in a semi-circle. Against the bull's eye wall, Blob holds his arms away from his body. The CROWD MURMURS excitedly. Cowboys cock their rifles.

RINGMASTER (O.S.,CONT)
Rifles ready... Aim...

Rifles target Blob. DRUM ROLL BUILDS. Blob closes his eyes.

RINGMASTER (O.S.,CONT)
FIRE!

Rifles CRACK and POP, echoing. Clouds of rifle smoke immediately obscure Blob. SCREAMS are HEARD from the CROWD.

RINGMASTER (O.S.,CONT)
Watch very carefully, ladies and gentlemen. Behold the behemoth!

Blob walks back into view, arms still up. There are many indentations in his flesh. Blob takes a breath... flexes his body. Bullets pop out from the indentations, all directions: POP... POP POP POP... POP...

The CROWD ERUPTS, APPLAUDING. Ringmaster comes to stand beside Blob, soaking in acclaim, but perturbed with Blob.

RINGMASTER (CONT)
Don't just stand there, idiot. Take a bow. Give them a smile. They love you.

IN THE APPLAUDING CROWD, at the back, PALE MAN and TAN MAN, in sunglasses, share a mutual box of popcorn, watching impassively.

INT. BLOB'S DRESSING TEXT -- NIGHT

Irritating MERRY-GO-ROUND MUSIC is HEARD from outside. Blob, in a big robe, is seated before the remains of an enormous, glutton's delight meal. He jams food into his maw, eating everything, turkey, corn and mashed potatoes alike, with his hands.

BLOB
(grumbling to himself)

Give them a smile, Blob... they love you, Blob. They don't love me.

Blob stands, wiping his mouth with his sleeve and letting out a bellowing BURP. He walks towards a giant CANVAS BATHTUB. A huge bubble bath. He clips a clothespin to his nose as he disrobes.

BLOB (CONT)
(still to himself)
Okay, okay... relax. It's your special time now. Time to pamper yourself. Time to treat yourself like a little princess.

He awkwardly hops into the tub, displacing much water, letting out an "ah" of pleasure. He submerges. UNDERWATER: it is silent. Blob holds his breath and rests his head, eyes closed.

IN THE DRESSING ROOM TENT, designer shoes traverse the wet floor. Pale Man and Tan Man have entered. Pale Man takes a switchblade out, cuts a slash in the side of the canvas tub. Water gushes out, leaving Blob high and dry, covered in bubble. After a moment, Blob realizes and instinctively covers his breasts.

BLOB
Hey... what the hell's going on?

PALE
Bath-time's over, fat boy.

TAN
You don't want to wrinkle.

Pale Man throws Blob his robe. Blob puts it on and takes the clothespin off his nose, flustered and getting angry.

BLOB
Who... who are you guys?

TAN
(flashes I.D.)
We're with the government. We caught your act tonight. You're quite the performer.

Tan Man sits down across the room.

PALE
The Mutant Registration Act was enacted by Congress several months ago, Mister Blob. Now, are you thinking you can simply ignore the laws of these good United States, or do you only obey those certain laws that please you?

BLOB
I don't know what you're talking about, but this is my private dressing area...

Pale Man backs off. Tan Man vainly examines his fingernails.

PALE MAN
Let me explain something, doughboy. You have unnatural powers. You are a mutant and a danger to society. So, we normal folks need to know "who," "what," and "where" you are at all times.

Behind Pale Man, on the canvas wall, a HUGE SHADOW rises outside. Blob sees the shadow, not understanding, as... the SHADOW of a CLAWED HAND reaches to the canvas, RIPPING...

Across the room, Tan Man looks up, horrified by what he sees. Pale Man flies past, slides across the food table and his the floor, unconscious. Tan Man jumps up, reaches to his holster.

SABRETOOTH enters through the ripped canvas, a massive man with blonde hair, bushy sideburns and white eyes with no pupils or irises. He wears a fine suit and smiles a fanged smile.

Tan Man brings his gun up, points it. But, behind Sabretooth another FIGURE LEAPS, springing high -- a somersaulting blur. Tan Man follows with his gun, above, trying to aim. The figure lands. It is TOAD, an ugly, hunched man in a bad suit, crouched, long-legged, grinning from under greasy hair.

TOAD
Hello.

Tan Man FIRES. The bullet misses as Toad springs up, agile. Toad lands in a crouch on Blob's dressing table. Tan Man points his gun to follow, but his eyes widen.

Behind Toad, in the dressing mirror, Sabretooth closes in. Tan Man cries out, turning. Too late. Sabretooth is on him...

Toad leaps away as Tan Man is tossed head-long into the mirror. The mirror SHATTERS, and Tan Man falls back, out cold. Toad lands beside the rather bewildered Blob.

TOAD
The name's Mortise Toynbee. Pleased to meet you. You really don't look like much of a menace to society.

SABRETOOTH
Give him time.

Sabretooth crouches over Pale Man, about to claw his throat.

MALE VOICE (O.S.)
No, Sabretooth. Let them live to tell others that the Brotherhood was here.

The owner of the voice, Magneto, comes through the tent's proper entrance. Sabretooth, still poised to rend, GROWLS GUTTURALLY.

MAGNETO (CONT)
If you treasure your own life.

Sabretooth reluctantly relents. Magneto motions for Sabretooth and Toad to leave, and they obey, exiting. Blob is wary.

MAGNETO
No reason for you to be frightened, Blob.

BLOB
I'm not frightened. And, I could've taken care of those fellows all by myself.
(looks at them)
What did they want from me, anyway?

MAGNETO
What everyone wants... to look upon you and rationalize their own existences. But, the hour has come for you to stop accepting the label of freak. You are not a freak. You are the next step in homo-superior evolution. Homo-superior.

Magneto puts his hand on Blob's shoulder. Blob's shy about this.

MAGNETO (CONT)
Would like to stop being hurt by humans, and instead be the one who does the hurting for a change? Would you like that, my handsome friend?

BLOB
Yeah... yeah, I'd like that a lot.

EXT. RIKER'S ISLAND -- NIGHT

A souped-up armored car speeds along the lone road leading to a concrete bunker of a building: THE VAULT.

INSERT TITLE--THE VAULT: SUBTERRANEAN PRISON FOR CRIMINAL MUTANTS
RIKER'S ISLAND, NEW YORK CITY

Extremely tall PERIMETER WAILS are topped by razor wire and TWO GUARD TOWERS. A big steel door in the perimeter wall opens to allow the armored car's entrance to a concrete courtyard. Ahead, the massive doors of The Vault itself slide open, revealing a huge ELEVATOR RISING from below. SEVEN PRISON GUARDS exit the elevator with the WARDEN, followed by a FORKLIFT. Guards take positions.

The DRIVER exits the armored car and walks to open the rear doors. The forklift goes to work, lifting a pallet from the truck. On the pallet, unconscious, is the mega-mutant JUGGERNAUT, in a uniform of thick metal, with wicked brass knuckles and a round-topped helmet (all encompassing except for eye and mouth slots). The helmet is riveted to his chest armor.

WARDEN
Why's he still wearing his metal skivvies?

DRIVER
Couldn't get it off. They tried. They can't even figure out what it's made of.

WARDEN
Well, we'll get it off, believe me. I don't care if we have to use dynamite.

They follow the forklift as it labors towards the elevator.

DRIVER
How can you hold him, anyway? I mean, I hear once he's moving, nothing stops him.

WARDEN
Is he moving now?

DRIVER
No... but, he's all drugged up.

WARDEN
And, that's pretty much how he's going to spend the next twenty years.

SABRETOOTH (O.S.)
Hie-de-hie-de-ho! Lookie, lookie...

All eyes go to Sabretooth. He's up on the perimeter wall, near a guard tower, dangling an UNCONSCIOUS GUARD.

SABRETOOTH (CONT)
Drop your guns, screw-heads. Or, Humpty Dumpty here will have a great fall.

Several guards point their weapons. The Warden waves them off.

WARDEN
Hold your fire. Hold on...

The Warden looks to see the mutant BLOB waddling through the open perimeter gate, then turns to look to the other guard tower... Toad is seated up there. He grins and waves.

INT. THE VAULT, CENTRAL CONTROL ROOM -- NIGHT

Several security MONITORS show Sabretooth. A TECHNICIAN stands, terrified. The SECURITY CHIEF is near, talking with a guard.

TECHNICIAN
Sir, sir... we've got trouble upstairs.

The Security Chief comes over, looks. Yikes. He grabs a PHONE.

SECURITY CHIEF
(into phone)
I need men up here, right now!

EXT. THE VAULT -- NIGHT

Toad helps Blob herd everyone into the rear of the armored car.

BLOB
Move it... squeeze in. Plenty of roam.

Toad closes and locks the doors as Blob goes to the front bumper. Blob lifts the truck with a grunt, till it's propped up on it's rear, nose-up with the men trapped inside.

Above, Sabretooth tosses the unconscious guard into the tower, then slides down the wall, slowing his fall by dragging his claws.

The villains converge around the forklift. Toad leaps onto Juggernaut's chest, takes out a metal-canister and opens it.

TOAD
Pure adrenaline.

Toad produces a big HYPODERMIC. He presses the long needle against Juggernaut's arm, but the needle, unable to pierce, SNAPS.

TOAD (CONT)
I was afraid of that.

SABRETOOTH
Nice going, Toad. Now what do we do?

A RUMBLING is HEARD. Behind them, the perimeter wall door closes. In front of them, The Vault's elevator doors slam shut.

BLOB
Uh oh.

Toad leaps down, goes to look under the forklift's seat. He pulls out a tool box, dumps the contents and picks up JUMPER CABLES.

TOAD
I've had a spectacular brainstorm.

INT. THE VAULT'S ELEVATOR -- NIGHT

The elevator doors open to the Central Control Room. FIFTEEN GUARDS run into the elevator as the Security Head barks orders.

EXT. THE VAULT -- NIGHT

Jumper cable jaws are clamped to forklift BATTERY TERMINALS.

Toad clamps the other cable ends to Juggernaut's thumbs, then looks to Sabretooth, who's behind the forklift's wheel.

TOAD
Let her rip.

Sabretooth turns the key. The engine roars. ZZ-ZZZ-ZZZ-- electricity shoots through Juggernaut. His body spasms. Not far away, Blob forces open the elevator doors and looks down. The ELEVATOR is RISING. Blob's worried. He shoves his hand into the NUMERICAL KEYPAD beside the doors, yanks out the sparking guts.

INT. THE VAULT'S ELEVATOR -- NIGHT

The elevator halts. The guards look up. Lights go out.

EXT. THE VAULT -- NIGHT

Blob looks down the shaft, pleased, laughing excitedly. Sabretooth keeps revving as Juggernaut convulses violently.

TOAD (CONT)
If this doesn't wake him up, nothing will.

Behind them, the perimeter wall door EXPLODES off it's hinges and falls with a BOOM. Toad, Sabretooth and Blob turn to look...

Enter the X-MEN (in armored battle gear). CYCLOPS leads, handsome, lean muscled, eyes hidden behind a visor with a horizontal ruby red slit across it. Behind him is the stunning JEAN GREY, and BEAST, surprisingly attractive for a knucklewalker covered head to toe in blue fur. Hovering above, flapping his vast, feathered wings, is ANGEL, the youngest. ICEMAN brings up the rear. His name says it all. Composed of rough-hewn ice, when he moves you can HEAR his limbs CRACKLING.

CYCLOPS
Knock, knock!

CYCLOPS
Who's there?!

SABRETOOTH
X-Men!

CYCLOPS

That's right.

Sabretooth runs at them. Jean Grey rises into the air. Cyclops SHOOTS a concentrated RED BEAM of ENERGY from his visor slit...

The ray BLASTS Sabretooth back, into the forklift. He's hurt.

Blob looks with shock to the stunned Sabretooth, then runs towards the X-Men, angry, while Toad runs and LEAPS another direction.

BLOB
You hurt my friend!

Toad lands on the armored car. Angel and Jean Grey come to hover above him. Toad tears the metal front-bumper off the truck and swings it, keeping them at bay, hissing angrily.

Blob charges towards Cyclops, Beast and Iceman. Iceman steps up and holds out his arms -- FIRING big ICE BALLS. The ice balls bounce harmlessly off the thundering Blob's flab.

ICEMAN
Who is this guy?

Cyclops lets out a visor BLAST, but it does not slow Blob one bit.

CYCLOPS
Scatter!

Blob lunges as Cyclops and Iceman split up -- but Beast falls backwards and KICKS with both legs just as Blob arrives, adding to Blob's momentum, sending him past, flipping and screaming...

Blob lands flat on his back with a huge THUD.

Across the courtyard, Angel and Jean still hover around Toad.

ANGEL
Give it up, Toad.

JEAN GREY
We don't want to have to hurt you.

TOAD
How's a girl like you going to hurt me?

Toad flings the bumper, missing Jean. Angel swoops from behind...

Toad jumps straight up and Angel grasps empty air, coming up behind Toad. Toad lands. Angel spins in the air, looking back.

Toad turns, opens his mouth and SQUIRTS SPITTLE from his tongue...

The black spittle covers Angel's face. He cries out, flying up.

JEAN GREY
Angel!

Toad leaps at Jean, but she PROJECTS a BLAST of PSIONIC ENERGY to knock him down. Toad CRASHES through the armored car windshield.

JEAN GREY (CONT)
That's how.

Jean looks up, rising to follow after Angel.

Cyclops, Beast and Iceman circle Blob, who gets to his feet.

CYCLOPS
You should have stayed down.

BLOB
I don't think so.

Beast LEAPS from one side, but Blob backhand SWATS him away.
Iceman jumps up behind Blob, wraps his arms around his throat.

CYCLOPS
Bobby, no...

Blob struggles, then falls to one knee and bends forward quickly,
throwing Iceman into Cyclops. Both heros tumble.

Blob turns to see Beast trying to get up. He goes to Beast and
lifts him into a bear hug, crushing. Beast roars in pain.

BLOB
You're going to be my great big Teddy
Bear, aren't you? Aren't you?!

Blob throws Beast to the ground. Beast gasps, hurt, crawling.

BLOB (CONT)
Where you going, Teddy Bear?

Beast's still crawling when he stops, face to face with two
massive, iron clad feet. Beast slowly looks up in horror...
Juggernaut towers over him, angry eyes peering from his helmet.

JUGGERNAUT
X-Men. I hate X-Men.

FAR AWAY, HIGH IN THE NIGHT SKY: Angel flies erratically, pulling
at the gummy Toad spittle. Jean soars after him.

JEAN GREY
Warren... wait for me...

She catches up to him, grips him. He struggles, frightened.

JEAN GREY (CONT)
It's me, Warren. It's Jean.

FAR BELOW, ON A GRASSY FIELD OF LA GUARDIA AIRPORT: Jean brings
Angel down to the ground, comforts him as she pulls at the goop.

ANGEL
It burns, Jean... it burns.

JEAN GREY
It's coming off. You're going to be okay.
(looks away, worried)
I have to get back, Warren. I have to.
You just stay here.

Angel nods. Jean stands, raises her arms and rises up.

EXT. THE VAULT (TIME CUT) -- NIGHT

Jean moves through the air, heading back towards the Vault.

She lands on the perimeter wall, aghast. Below, Iceman, Beast and Cyclops are down, wounded, crawling. The bad guys are gone. She lowers herself to Cyclops. Distant HELICOPTERS are HEARD.

JEAN GREY
Scott!

CYCLOPS
Jean... where were you?

JEAN GREY
Angel was hurt. I'm sorry...

CYCLOPS
We have to get out of here... before the police come. Can you carry us all?

JEAN GREY
I think so. Hold on to me.

Cyclops does. Jean holds out her hands, making a great effort.

Beast and Iceman rise, still stunned and limp, ENVELOPED in a MENTAL ENERGY FIELD. All four X-Men rise up, into the night air, beyond the Vault's walls. HELICOPTERS are HEARD CLOSER.

INT. UNITED STATES SENATE -- DAY

Senate is in session. Packed house. SENATOR CHESTER, a heavy-set, charismatic, boisterous speaker, has the floor.

SENATOR CHESTER
We've all heard these stories about the mutant problem. More and more we hear them. Anyone who watched the news in the last twenty-four hours knows of the man named Cain Marko. Wears a gigantic suit of armor... calls himself Juggernaut, for good reason, I might add. For years, he used his incredible powers to rob banks, and he was supposed to be unstoppable. But, someone stopped him. The National Guard did. They had him. They had him, that is, until last night, when he was set free by a group of mutant terrorists. And, according to witnesses, the X-Men were spotted at the scene of the crime.

INT. WAR ROOM -- DAY

On a vast TV SCREEN, C-SPAN's coverage takes over without pause:

SENATOR CHESTER (V.O.)
Well, who are these mysterious X-Men? If they fight for the common good, like some claim they do, then why haven't they come forward to be accounted for under the Mutant Registration Act? Why is that?

ON THE TV, there's APPLAUSE from senators. IN THE dark WAR ROOM, CHARLES XAVIER, bald, handsome, in a wheelchair, watches sadly.

SENATOR CHESTER (V.O.,CONT)
My distinguished colleagues, the problem with mutants is they're different... ... but you can't always tell by looking. They don't carry concealed weapons. They are concealed weapons. So, I say it's time to seriously consider internment camps for mutants, and mandatory tattoos. Because, without these... without these, who knows where the danger lies?

"MUTE" appears on the TV screen. Cyclops enters, now wearing RUBY RED SUNGLASSES in place of his visor, in civilian garb.

XAVIER
What were we expecting? We filled the earth with pollutants. We depleted the ozone... sprayed every chemical imaginable on our food, and now that our progeny begins to show the evolutionary result, we act surprised, as if it were shocking.

CYCLOPS
Sir, I... I, uh, wanted to talk to you... about what happened last night.

XAVIER
You did your best, Scott. Leave it at that. Amends will be made, eventually.

Cyclops is troubled. Xavier wheels up to a keyboard, punches keys. The TV IMAGE is replaced by COMPUTER LANGUAGE DATA...

XAVIER (CONT)
I finished my latest excursion on the Internet. The final C.S.S. UNIX code was nearly impossible, but I broke through. I found what I was searching for...

ON THE SCREEN: computer generated IMAGES of LOGAN'S SKELETON.

XAVIER (CONT)
He's an agent at Canada's Department H. He has the ability to heal almost any injury with unbelievable efficiency, and his bones are coated with adamantium metal, the strongest alloy known to man.

CYCLOPS
What are these... on his hands?

XAVIER
Retractable claws. Also adamantium. His code name is "Wolverine," and if we don't get to him soon... they will.

INT. CANADIAN SECRET SERVICE OFFICE -- DAY

Logan, in a suit, is slumped in a cushy chair, smoking a cigar.

LOGAN
Flashbacks are coming more often now. Full of needles and torture. They're even working their way into my dreams.

Across the office, JAMES HUDSON, a scholarly-looking man, fills out paperwork. KA-CHUNK -- Logan imbeds his claws in the papers.

LOGAN (CONT)
Somehow I don't think you're giving me your undivided attention.

Hudson calmly looks up. Logan retracts. Hudson caps his pen.

HUDSON
You're the best agent we've got, Logan. You've served the Prime Minister well...

LOGAN
Don't start whistling "Oh, Canada" at me again.

HUDSON
Let me finish, ok? You've been on Hazard Duty a long time, left a lot of damage in your wake and no one's complaining about that. But, you've earned some nightmares.

LOGAN
No... I think these visions are pieces of memories, rattling around in my head.
(long pause)
I want to know who I am. I want to know who made me this way.

HUDSON
No one knows.

LOGAN
Well, I'm starting to find that harder and harder to stomach.

HUDSON
You're exactly the way you were when we found you... adamantium claws and all. Out in the wilds of the Buffalo Woods, half-insane... living like an animal.

LOGAN
As opposed to the way I'm living now?

HUDSON
What dredged this up again?

LOGAN
It's just too convenient. Secret Service stumbles upon me, cleans me up... has their shrinks give me back some of my sanity. All done out of the goodness of your heart, right, Hudson? Oh, but, lucky for you, I also happened to be the ultimate killing machine.

HUDSON
Look. Department H has tried to research your background plenty of times and it's always a dead end. We can't even verify the name "Logan." What more do you want?

LOGAN
Nothing. I'm quits. That's all. I'll see ya in the funny papers.

HUDSON
I can't let that happen.

LOGAN
Yeah? What're you going to do about it? You going to push a button on me?

Logan waits. No answer. He exits, shuts the door behind him.

EXT. CANADIAN WILDERNESS -- DAY

Logan, in flannels and jeans, rides his EXTRA-LOUD Harley down an expansive highway, through scenic mountains.

EXT. SMALL CANADIAN TOWN -- DAY

Logan rides slow through this fishing village, studies buildings. He stops in front of the "WHITECAP BAR." The bar has a log-cabin motif, decorated in blobs of white plaster made to resemble snow.

Logan digs an old photo from his pocket. It shows the WHITECAP BAR, less dirty, less old. Same place though.

INT. WHITECAP BAR -- DAY

Surprising number of afternoon customers. Logan sits at the bar.

BARTENDER
What can I do you for, friend?

LOGAN
I'm hoping you can answer me some questions. Like, how long's this place been around, the way it is now, with the whole winter wonderland thing going on?

BARTENDER
Oh, I'd say... at least fifteen years.

LOGAN
You a townie?

BARTENDER
Born and raised.

LOGAN
And, how many years you put in here?

BARTENDER
Say... what's this all about? You some kind of reporter or something?

LOGAN
Well... that's hard to explain. You want the long story...
(holds up TWENTY DOLLARS)
... or the short?

BARTENDER
(takes money)

I like stories with happy endings. I been working this dive for about ten years.

LOGAN
Okay, good. Do me a favor... take a hard look at me. You ever seen me before?

BARTENDER
(studies him, pause)
No... no, not that I can recall.

LOGAN
You sure? Take your time. It might've been a while ago. Maybe years ago.

BARTENDER
Sorry, friend, but I think if I'd have seen that face before, I'd remember.

LOGAN
It's alright. It was a long shot. How about sliding me a bottle of Jack?

The bartender brings up a bottle. Logan uncaps it, pours a drink. A WAITRESS comes with an order, eyeing Logan.

WAITRESS
Now, how is it you and I are going to get to know each other if you're sitting all the way up at the bar like this?

LOGAN
(pause, gulps drink)
Darlin', you don't want to know me. You wouldn't like me very much.

EXT. WHITECAP BAR -- NIGHT

Logan starts his cycle. It roars. He sits back, sad, looks to the Whitecap Bar. He takes out the photo of the bar, stares at it, then bends one corner -- makes a sharp crease. Pockets it.

EXT. CANADIAN FORESTS -- DAY

Logan rides a dirt trail, headed for a small HUNTING CABIN.

INT. LOGAN'S CABIN -- DAY

Logan sits at a weathered desk. There's an old SHOEBOX there, full of photographs, hundreds. Logan puts the photo of the ' Whitecap Bar (corner bent) in the box. He replaces the lid.

INT. LOGAN'S CABIN -- NIGHT

Logan sleeps, shifting, dreaming. He opens his eyes and sits up, abruptly alert. He turns his head and sniffs the air.

EXT. FOREST -- NIGHT

Logan moves, stealth-like. SOMEONE is HEARD ahead. In the dark, a MAN carries some sort of metal contraption.
Logan leaps to action, runs... tackles the man. The contraption goes flying.

Logan hits the ground with Cyclops pinned under him. Logan POPS his claws, holds them close to Cyclops' face.

LOGAN
Don't move, pretty boy.

Logan glances to the metal contraption: a folded wheelchair.

LOGAN (CONT)
Good thinking. You're going to be needing that in a minute.

CYCLOPS
Mister Logan, I presume.

LOGAN
Well, how about you... all calm, cool and collected.

Logan retracts his claws, puts his fist against Cyclops' throat -- lets only the claw to the left POP, close to Cyclops' neck.

LOGAN (CONT)
That's one...
(POPS right claw)
That's two. You want to go for three?

Logan looks up just as he's PULLED skyward by an AURA of PSIONIC ENERGY and TOSSED to one side. He tumbles, but comes up in a crouch, pissed. Jean Grey walks to stand beside Cyclops as he gets to his feet. She carries Professor Xavier in her arms.

XAVIER
Back down, Wolverine. We're friends.

LOGAN
How do you know that name?

XAVIER
I know a great deal about you. If you want, we'll leave... but we have no quarrel with you. Quite the contrary, in fact. We'd like your assistance.

Logan studies them. He retracts his claws.

INT. LOGAN'S CABIN -- NIGHT

Jean, Cyclops and Xavier (in wheelchair) are at the kitchen table. Logan sits on his bed, opens a beer.

LOGAN
Ain't this comfy cozy... Goldielocks and the Three Mutants. So, you want me to join your... what'd you call them?

XAVIER
X-Men. So, named because they possess extra powers which ordinary humans do not.

LOGAN
And, how'd you manage to find me?

XAVIER
I have contacts in the international

intelligence community. But, you understand, I cannot go into details... not till I have your answer.

LOGAN
Well, how would this work, exactly? I mean, the C.S.S. and Department H ain't just going to give me a goodbye kiss.

XAVIER
You would disappear. Your Canadian citizenship would become null and void.

CYCLOPS
You'd live in secrecy, the same as us.

Logan stands, nonchalantly placing his foot on the old shoebox on the floor and kicking it under the bed. Jean notices this.

LOGAN
For the good of humanity, you said.
(off Xavier's nod, pause)
Humanity. Are we a part of that?

JEAN GREY
We are, unless we make the mistake of excluding ourselves.

LOGAN
You know, I could really get to liking you, sweetheart.

CYCLOPS
You're out of line, Logan.

LOGAN
Maybe. But, then again, I never was much of a team player. I'm declining the invitation. Thanks anyway.

Logan plops down in a ratty easy chair, turns on the television.

CYCLOPS
Let's go. He's a lost cause.

XAVIER
Listen to me, Logan. Many of the tasks you've performed for your country were questionable, not to mention your methods. I'm willing to forgive that... to put past times behind.

LOGAN
I don't remember asking forgiveness.

XAVIER
You are a murderer by trade. This is the label which best defines you, isn't it? Murderer. Or, will you dispute that?

LOGAN
No. But, I can live with it.

XAVIER
Can you? There is a war on the way.

Humans against mutants, mutant against mutant... far worse than anyone imagines. And, as battles escalate, you'll be forced to choose, a side. I'm offering you an opportunity to fight for something far more honorable than a government agenda... without killing.

LOGAN
Sorry... the answer's still "no."

Logan turns his attention back to the television. Xavier just stares at Logan, unblinking. After a moment, Logan looks at him.

LOGAN (CONT)
You can show yourselves out.

Xavier wheels back, turning to leave. Jean and Cyclops follow.

EXT. SKY -- DAY

SCREECHING -- a small, PRIVATE JET streaks across the sky.

INT. SENATOR'S JET -- DAY

Luxurious. Assistants mill about, on cellular phones. Senator Chester stands, cocktail in hand, reading paperwork.

SENATOR CHESTER
No, no, no, this is all wrong. Who drafted this? Start from scratch. Go!

Chester throws the papers, drains his drink, then rattles the ice.

SENATOR CHESTER (CONT)
Heeellllo... I'm dry here.

EXT. SKY -- DAY

The Senator's jet soars. Higher up, a SECOND JET flies into view.

INT. SECOND JET -- DAY

On the cockpit floor, a PILOT lies unconscious, tied up. Toad is in the pilot seat, in an oxygen mask. He looks back to the cabin, gives thumbs up. Blob stands by the open door, fingers crossed.

EXT. SECOND JET -- DAY

Blob sticks his head out. The Senator's jet is below and behind. Blob swallows. He leaps out, yelping...

Free falling. Blob tumbles through the air, a blubber projectile.

INT. SENATOR'S PLANE -- DAY

Senator Chester sits down. WHHOOOOMP!! -- the plane lurches violently. Senator Chester's cocktail spills. He's furious.

SENATOR CHESTER
What in tarnation... ?
(looks out window, aghast)
There's an enormous fat man on the wing!

EXT. SENATOR'S JET -- DAY

Blob is barely hanging on. He grips tight with one hand, PUNCHES a HOLE in the wing. Jet fuel spews.

INT. SENATOR'S JET -- DAY

Senator Chester backs away from the window, panicky. He pushes an aide aside, sits again and frantically fastens a seatbelt. He puts his head between his legs, keeping it there. FROM INTERCOM:

PILOT (V.O.)
... Um, excuse me, gentlemen... this is your pilot. We have a bit of a problem...

CO-PILOT (B.G.,V.O.)
We're all going to die!

PILOT (V.O.)
Shut up!

SENATOR CHESTER
What am I doing!? This is madness!

Senator Chester tries to stand, realizes his seatbelt's on. He pulls it open, bolts down the aisle. The ENGINE is HEARD STRAINING. Senator Chester reaches the cockpit door and throws it open. IN THE COCKPIT, the PILOT and CO-PILOT argue heatedly.

SENATOR CHESTER
Parachutes! Where are the parachutes?

PILOT
Sir... get back to your seat!

SENATOR CHESTER
(grabs pilot, shaking him)
Parachutes, man! We need parachutes!

EXT. SENATOR'S JET -- DAY

The wind-blown Blob is beating the wing. It's bent out of shape. Blob hoots with pleasure as the jet begins to spin. He lets go of the jet, soars away into open sky...

As he falls, Blob looks back to the SCREAMING jet, which spirals downward, smoking, out of control. Blob claps like a happy child.

INT. SUBURBAN HOME, LIVING ROOM -- DAY

A SUBURBAN MAN is on his couch, watching FOOTBALL on TV. He cheers a play, then picks up a plate and walks out of the room.

INT. SUBURBAN HOME, KITCHEN -- DAY

Suburban Man comes to a cutting board to slice himself another hunk of a submarine sandwich. Suddenly, a loud KA-BOOM is HEARD from the other room. Suburban Man is thrown to the floor as the kitchen SHUTTERS around him. Walls crack. Windows break.

Shelves dump their contents. The BOOM reverberates. Then, relative quiet returns. Suburban Man looks up, terrified.

INT. SUBURBAN HOME, LIVING ROOM -- DAY

Suburban Man enters, scared, clutching the sandwich in his fist. The living room is ruined. There's a huge HOLE in the CEILING. Below that, there's a big crater full of debris where the couch used to be. Blob's crawling out from the crater.

Blob stands, coughing, trying to dust off. He sees Suburban man and sheepishly tries to straighten his hair, backing away. Blob opens the door, gives one last embarrassed look, and exits.

Suburban Man is left dumbfounded.

EXT. FOREST, JET CRASH SITE -- NIGHT

Wreckage and burnt forest. Lots of investigative activity. GYRICH, a stern man in military-issue glasses and a crew cut, stands looking at the jet's severed, Blob-beaten wing. Gyrich turns, walks to meet an arriving Range Rover. He opens the door. Tan Man and Pale Man, in their sunglasses and angry, are inside.

GYRICH
Get out.

PALE
Who's in charge here?

GYRICH
That'd be me.

PALE
Yeah, well, what gives you the right to drag us out here into the boondocks without a word of explanation? Huh? You think you can strong-arm us, tough-guy?

GYRICH
Do you realize you're speaking to a superior officer of the National Security Council?

PALE
No, actually I didn't, since you haven't even bothered to show us any i.d.

Gyrich looks a little annoyed, but smiles, nodding.

GYRICH
Let me rectify that.

Gyrich reaches into his pocket. He takes his hand out, holds it up and turns it to show it's empty -- SLAPS Pale Man's face, hard.

GYRICH
There's my identification, soldier. And, if I hear another peep out of you before I give you permission to speak, I'm going to knock both your heads together so hard you're each going to end up with the other guy's childhood memories. Got it? Is that clear? Just nod if you understand.

Pale Man and Tan Man, stunned into silence, nod.

GYRICH (CONT)
Good. Now, I have some business to finish

up, but when I'm done, you're going to tell me about the mutants you ran into at that freak show, and you're going to tell me in such excruciating detail that I'll feel like I was with you. Except, if I had been, I wouldn't have let a bunch of filthy muties beat the crap out of me.

An earnest, young AGENT comes over with a cellular phone.

AGENT
Mister Gyrich. Trask on the line.

GYRICH
Why don't you two take a seat on that log there and start collecting your thoughts. I Ill get back to you when I feel like it.

Gyrich walks away, taking the phone and shouting into it. Pale Man and Tan Man look at each other. Pause. They walk over to the log and sit down, dejected. Pale Man rubs his red cheek.

EXT. CANADIAN LAKE -- DAY

Logan is on an outcropping of rock, staring at the lake. Hudson comes from foliage, irritated, pulling burrs out of his suit.

LOGAN
Hey there, Hudson. Looking for me?

HUDSON
How you can stand living around all these trees and dirt, it's beyond me. I know you claim to have quit... but you might like to see this. It came in on one of our ghost channels. A request for a meeting, addressed to you, and it's not hard to figure out who sent it.

Hudson hands over a YELLOW PAPER. Logan reads, getting angry.

HUDSON (CONT)
Department H still considers him absent without leave. We want him back.

LOGAN
I'm in... but, only if I go alone. No back-up. No extraction team.

HUDSON
I figured as much. You know, he's probably counting on that.

LOGAN
How would you like him? Alive or dead?

HUDSON
Use your discretion.

LOGAN
I'll do that. I'll use my discretion.

Logan tosses the sheet of paper in the air, POPS claws, swings...

Four cut strips of paper float onto the lake's placid surface.

INT. NIAGARA FALLS RESTAURANT -- NIGHT

High-class restaurant. Busy. CLASSICAL MUSIC PLAYS. At the entrance, Logan, well dressed, searches the crowd.

MAITRE D'
Do you have a reservation, sir? Sir?

Logan spots what he came for. He walks. One wall of the dining room is comprised of windows affording a spectacular view of the HORSESHOE FALLS at night. Logan reaches a table occupied by Sabretooth. These two hate each other lots.

SABRETOOTH
Logan. Grab a seat. We need to talk.

LOGAN
(sits, wary)
How's the mercenary business these days, Creed? Assassinate any good foreign dignitaries lately?

SABRETOOTH
Actually, I been monogamous for a while now. Working on a sort of a... crusade.

LOGAN
Isn't that special?

A WAITER approaches timidly. He puts a plate down in front of Sabretooth. A completely raw steak, with garnish.

WAITER
Your... um, steak, sir.

The waiter splits. Creed cuts the meat with a forefinger claw.

SABRETOOTH
Hope you don't mind I ordered without you.

LOGAN
Nah. Seeing you again, I doubt I'd be able to keep solid food down.

SABRETOOTH
Now, what kinda way is that to talk to your old spying partner? We been through a lot together, you and me.

LOGAN
We worked together, but we were never partners.

SABRETOOTH
If looking at it like that makes you feel better, fine. But, I been sent to ask if you want to team up again. See... a bunch of us got something going. It's called the Brotherhood...
... kind of a pussy name if you ask me, but anyway, we're about to be putting a big hurt on a lot a people.

LOGAN
I'm not interested, okay? So, that's all of that, right? You done jawing?

SABRETOOTH
Sure am.

Logan stands, takes off his jacket, starts rolling his sleeves up.

LOGAN
You know, there's not a day goes by I don't think about how much I'd like to take you out.

SABRETOOTH
Hey, I was only fulfilling an obligation there. I'm glad you said no. Cause now I got an altogether different obligation to stomp you into the ground. I've been hating you so long, I can't even remember what started it.

As he talks, Sabretooth takes off his cowboy boots, revealing feet with long-clawed toes. Logan takes off his tie.

LOGAN
I know what started it for me. You murdered the only woman I ever loved.

SABRETOOTH
Hah, that's right. Now, why did I snuff her again? Oh, yeah, I remember... didn't really have a reason... I did it for fun.

SNICKT -- Logan's claws shoot out as he lunges...

Sabretooth tips back his chair, hits the floor and does a backward somersault. Logan misses, knocking over the table and slamming his claws into the floor. Sabretooth springs to his feet, takes the napkin from around his neck and tosses it aside, ready.

SABRETOOTH (CONT)
Step right up.

Logan pulls his claws free, advances. Dinner-goers are freaked, starting a panicked rush for the door. WOMEN SCREAM. Sabretooth and Logan circle, then attack, grappling. Sabretooth holds Logan's wrists to avoid claws, shifts his weight and throws...

Logan hits the wall, falls to the floor.

Sabretooth grabs a sharp steak knife, throws it.

Logan ducks to one side -- THUNK -- the knife imbeds in the wall. Logan charges towards Sabretooth, but Sabretooth leaps up onto a table. Logan slashes at him, missing. Again and again, Logan swings and misses, chopping tables and chairs to pieces...

Sabretooth keeps avoiding, leaping from table to table. He's amazingly adept, keeping his balance even as he leaps from chair back to chair back. Logan's getting furious, flailing.

LOGAN
Hold still, ya freak!

Logan whiffs as Sabretooth leaps and kicks him across the face.

Logan goes sprawling. He struggles to get up, but falls to his knees, gripping his head, crying out in pain...

FLASHBACK -- LOGAN'S MEMORY

FROM BLACKNESS, a RUSHING SOUND, like a FREIGHT TRAIN. P.O.V. IMAGES APPEAR, MOVING THROUGH an INDUSTRIAL CORRIDOR, fast, passing metal doorways, searching. ROUNDING a CORNER... ahead are high-tech MILITARY MEN in strange uniforms. The Military Men look this way, alarmed, pointing, raising automatic weapons...

BACK TO SCENE, IN THE RESTAURANT

Logan's still wrapped up in the flashback. Across the room, Sabretooth grasps an espresso machine, yanks it out of the wall...

SABRETOOTH
Anyone for an after dinner espresso?

Logan throws his head back and opens his eyes, released by the vision. He looks towards Sabretooth just as Sabretooth throws...

Logan dodges. The espresso machine SMASHES, barely missing.

Logan leaps onto the buffet table, moving. There's a large ICE SCULPTURE there. Logan slices off a huge chunk...

He heaves it. Sabretooth runs, but the ice chunk CLOBBERS him, knocks him down. Sabretooth's dazed. Logan leaps down and closes in, SCRAPING his claws together.

LOGAN
Say goodnight, Gracie.

Logan brings one hand back for the kill, but several spoons fly over - CLINK, CLINK - and attach to his claws. Logan looks...

Silverware leaps from everywhere, drawn to his claws.

CLINK, CLINK, CLINK -- hundreds of knifes, forks and spoons. Logan tries to shake them, but his claws are useless, heavy.

In a corner of the room, one final patron has remained, seated in shadows. He stands into light. It's Magneto.

MAGNETO
You should have joined us, Wolverine.
What a pitiful waste of talent.

Logan sees Sabretooth getting up and moving in for the kill. Logan lets out a HOWL of rage, runs ahead, SLAMS into Sabretooth. They both SMASH through one of the plate glass windows...

EXT. NIAGARA FALLS, HILLSIDE -- NIGHT

The RAGING SOUND of the HORSESHOE FALLS is DEAFENING. Logan and Sabretooth fall, surrounded by shards of broken glass and cutlery. They hit a steep, rocky hillside, tumbling down...

WHOOMP -- they finally land on a rail-bordered ledge. It's a SCENIC LOOK-OUT POINT, very close to the falls. They're both in bad shape. Sabretooth is the first to rise. Mist sprays down.

SABRETOOTH
You're too much, shrimp. Trying to kill me... you almost killed yourself.

Sabretooth picks Logan up, lifts him over his head in both hands.

SABRETOOTH (CONT)
Silly me... did I say almost?

With a grunt, Sabretooth throws Logan's body over the rail.

Logan's body drops... disappears into the raging fury of Niagara.

EXT. X-MANSION -- NIGHT

INSERT TITLE -- UPSTATE NEW YORK, SALEM CENTER

It's raining hard. Lightning illuminates the X-Mansion, an expansive, two-winged brick structure. The sign at the top of the circular drive reads "XAVIER INSTITUTE FOR HIGHER LEARNING."

INT. X-MANSION 2ND FLOOR, BEAST'S LIVING QUARTERS -- NIGHT

Beast, in reading glasses, upside down, clings to ceiling-mounted "monkey-bars" with his feet, reading "TO KILL A MOCKINGBIRD."

INT. X-MANSION 2ND FLOOR, ANGEL'S LIVING QUARTERS -- NIGHT

Angel sleeps on his stomach, shirtless, his wings spread wide.

INT. X-MANSION 2ND FLOOR, XAVIER'S LIVING QUARTERS -- NIGHT

Xavier is at a worktable, using a soldering iron to do delicate work on a bread-box sized, ANTENNAED DEVICE. He looks tired.

INT. X-MANSION SUB-BASEMENT, WAR ROOM -- NIGHT

Iceman (human form) is asleep at a SECURITY STATION of TV and radar screens. An ALARM SOUNDS loudly. Iceman awakens, startled. He stands, ICE FORMING rapidly on his skin, TRANSFORMING him to his ICY PERSONA as he punches buttons and studies screens.

INT. X-MANSION 2ND FLOOR, XAVIER'S LIVING QUARTERS -- NIGHT

ALARM. Xavier looks up, worried, wheels quickly across the room into an elevator. The doors shut.

EXT. X-MANSION GROUNDS, LAWN -- NIGHT

A small door pops open in a LAWN ROCK and a RADAR MAST rises up, starts shifting back and forth, scanning and BEEPING.

EXT. X-MANSION, 2ND FLOOR WINDOW -- NIGHT

ALARM. A window is thrown open. Angel climbs out and leaps. He spreads his wings and soars into the rainy sky.

INT. X-MANSION SUB-BASEMENT, WAR ROOM -- NIGHT

ALARM. Elevator doors open and Xavier enters, wheeling to Iceman.

XAVIER
What have we got, Robert?

ICEMAN
The thermal sensors and radar are going crazy, but they're being taken out before they can cross-reference. Watch...

Iceman points to a radar screen. It shows an erratic BLIP heading towards the screen's center. Then the SCREEN GOES DEAD.

EXT. X-MANSION GROUNDS, LAWN -- NIGHT

At the rock, the RADAR MAST has been ravaged, innards exposed.

INT. X-MANSION 2ND FLOOR, LIVING QUARTERS HALLWAY -- NIGHT

ALARM. A long hallway. Beast runs down the hall. Cyclops comes out a door, adjusting his visor. He waits till Beast is past, making sure the coast is clear, then ushers Jean Grey out.

EXT. X-MANSION GROUNDS/FRONT-GATE -- NIGHT

Angel lands gracefully and runs.

He sees that the wrought-iron of the Institute's main gate has been SLASHED open. Angel goes to an INTERCOM on the gate pillar.

ANGEL
(into intercom)
This is Angel. I'm at the front gate. The perimeter's definitely been breeched.

EXT. X-MANSION FRONT DOOR -- NIGHT

ALARM. HEAVY BOLTS are HEARD CLUNKING. The doors swing open. Cyclops, Beast and Jean Grey step out, ready for battle.

INT. X-MANSION SUB-BASEMENT, WAR ROOM -- NIGHT

Iceman and Xavier continue monitoring. Suddenly, the PITCH of the ALARM CHANGES and the entire War Room is bathed in red light. Xavier looks, then sits back in his chair and shuts his eyes...

XAVIER (V.O.)
(PROJECTING his thoughts)
Jean... can you hear me?

EXT. X-MANSION FRONT DOOR -- NIGHT

Beast, Cyclops and Jean Grey fanning out across the drive when Jean turns her head, responding to Xavier, also PROJECTING.

JEAN GREY (V.O.)
I'm here, Professor.

XAVIER'S VOICE (V.O.)
The intruder has entered the mansion.

Jean heads back toward the mansion, shouting to Beast and Cyclops.

JEAN GREY
Scott, he's inside the house.

EXT. X-MANSION GROUNDS/FRONT GATE -- NIGHT

Angel pushes through the remains of the gate, peering forward.

Lightning illuminates a Harley Davidson motorcycle parked ahead.

INT. X-MANSION, FRONT DOORS -- NIGHT

Jean runs into the foyer and halts, looking up in shock just as Beast and Scott arrive to back her up.

JEAN GREY
Logan.

Logan sits at the top of the broad, central staircase. He's still in the clothing Sabretooth ruined, soaked, hurt bad. The entire right side of his face is swollen and badly bruised.

LOGAN
Your security system could use some improvements.

He stands, weak, keeping his hand on the rail, tossing a duffel bag off his shoulder. He takes a step down, but blacks out and tumbles. Jean Grey comes to catch him, cradles his battered form.

LOGAN (CONT)
... nice catch...

JEAN GREY
What happened to you?

LOGAN
Bad things, darlin'... bad things.

LOGAN'S DREAM -- LOGAN'S MEMORIES

P.O.V. FROM UNDERWATER, as before, through a tangle of wires, blood tubes, and bubbles; like from within an aquarium to the outside world. FIGURE in a lab coat passes, warped and made unrecognizable by the water and glass. It FADES TO BLACKNESS...

FROM BLACKNESS, a RUSHING SOUND, like a FREIGHT TRAIN. P.O.V. IMAGES APPEAR, MOVING THROUGH an INDUSTRIAL CORRIDOR, fast, passing metal doorways, searching. ROUNDING a CORNER... ahead are high-tech MILITARY MEN in strange uniforms. The Military Men look this way, alarmed, pointing, raising automatic weapons...

P.O.V. CHARGES straight at Military Men, heedless of the guns, PICKING UP SPEED, into the BRIGHT, RAPID GUNFIRE. Everything goes pale. Then, BLINDING WHITENESS.

FROM WHITENESS... a different type of image blooms... P.O.V. of a FIELD OF FLOWERS. Peaceful. Colors so clear. Even as the P.O.V. TURNS: FLOWERS EVERYWHERE, with sky and mountains beyond.

INT. X-MANSION, WOLVERINE'S LIVING QUARTERS -- NIGHT

Logan sleeps, shirtless, still baring his massive wounds. TIME CUT to LATER NIGHT... as Logan sleeps, he HEALS...

TIME CUT, LATER NIGHT... Logan's face is less swollen. His torso is almost completely healed, but covered in many thick scars.
TIME CUT, LATER NIGHT... morning. Logan is whole. No scars.

INT. X-MANSION, VARIOUS ROOMS, LIBRARY, HALLWAY -- DAY

Xavier leads Logan through the vast library, into a hall.

XAVIER (CONT)
The dining rooms, kitchen and parlor are found in the other wing. As you can see, everything on this floor and above has been designed to be viewed by the general public. As far as they know, this is merely a school for gifted students.

They reach an elevator and enter it. As the door close:

XAVIER (CONT)
The sub-basements, however, are an entirely different matter.

INT. WAR ROOM -- DAY

The vault-like door opens. Xavier and Logan enter. For the first time we see the War Room's full glory. There are many futuristic, multi-screened computer stations.

XAVIER
The War Room. We've tapped into NORAD Central Command, the F.B.I. and C.I.A... even your Department H. All civilian, military, and police data is harvested, twenty four hours a day.

LOGAN
I hope you don't expect me to learn Word Perfect.
(pause, looking around)
Why are you trusting me... showing me all your secrets right off the bat?

XAVIER
Trust is the only thing of any value I'm showing you. You already know the one piece of information that could hurt the X-Men most. Our location.

LOGAN
Now that you mention it, how did I know that? I mean, I came right here...

XAVIER
The night we met, I planted it in your mind, hidden away with a memory trigger attached. So, the moment you decided to accept my offer, the trigger was activated and the information was revealed to you.

LOGAN
You did that, without me even knowing.

XAVIER
And, I do apologize. Normally I feel such uninvited intrusions are wrong, but I felt I had no choice. As a telepath, I face innumerable moral dilemmas every day. You can only begin to imagine. Right now, for example, I could read your every thought with ease... if I choose to.

Logan ponders this as Xavier wheels to a security door.

INT. CEREBRO CHAMBER -- DAY

The door rises. A high-tech chair sits surrounded by controls, beneath a techno-amazing CEREBRO HELMET attached to a swing arm.

XAVIER (CONT)
This is Cerebro. Its sensors constantly sweep the globe, piggy backing existing satellite projections. By linking with it, I have the ability to detect the unique waves of psionic energy emitted by super humanly powerful mutants.

Xavier hits some keys: producing a 3-D HOLOGRAPHIC MAP of N.Y.C. in the air. Wispy SIGNALS of RED ebb and flow across it.

XAVIER (CONT)
It unfortunately cannot specify exact locations. However, I have recently discovered an unusual gathering of mutants in and around New York City.

LOGAN
The Brotherhood... and Sabretooth. Who's running that road show, anyway? Who's the guy who turned me into a giant magnet?

XAVIER
(troubled pause)
The time will come for this discussion. Till then, I have to ask you not to mention that incident to the other X-Men.

INT. X-MANSION, DANGER ROOM CONTROL ROOM -- DAY

Another technological wonderland. Beast is in the control chair, working controls. Jean Grey and Cyclops flank him. We can't see what they're looking at through the large, VIEWPORT WINDOW.

JEAN GREY
Not bad.

BEAST
Not bad at all.

CYCLOPS
Not good enough.

Xavier and Logan enter. Angel, seated, takes his nose out of his Wall Street Journal and stands. Jean and Cyclops turn.

XAVIER
Logan... you've already met Jean Grey, and our team leader, Scott Summer, or Cyclops. And, this is Warren Worthington the Third. Nicknamed Angel, for obvious reasons.

Angel, rather snobbish, shakes hands, looks like he'd rather not.

LOGAN
Worthington, huh? As in Worthington Industries?

ANGEL

I'm Chairman and principal stockholder.

LOGAN
How does a mutant manage that?

ANGEL
In this age of teleconferencing and fax machines, it's not too hard.

XAVIER
This busy gentleman over here is Henry McCoy. Biochemist and genetic researcher extraordinare, otherwise known as Beast.

BEAST
A distinct pleasure meeting you. I'd shake hands, but I don't have a free one.

XAVIER
Beast is putting our young Iceman, Robert Drake, through his paces.
(to Logan, of viewport)
Come look. We call this the Danger Room.

Logan comes to the viewport, looking into a positively enormous room. The dented, greasy, burnt, metal walls and ceiling of the DANGER ROOM are covered in irregularly shaped geometric sections formed by the seams of trap doors, hidden compartments, hinges, gun barrel holes and slightly jutting sensors. Iceman, dwarfed by the room, runs for his life, dodging LASER BEAMS.

IN THE DANGER ROOM, Iceman sprints, LASER BEAMS ZIPPING past. He looks back over his shoulder. KACHUNG -- a metal WALL suddenly juts up from the floor and the oblivious Iceman slams into it.

Iceman rolls, still under fire. He places his palms on the floor. A PILLAR OF ICE forms under his hands, growing, shooting quickly up into the air, carrying him.

Across the room, LASER CANNONS in the wall shift to retarget.

At the top of the still forming ice pillar, Iceman FIRES back at the cannons with jagged ICE PROJECTILES, disabling them. Iceman lets out a laugh. Below, a panel whips opens in the wall...

A BATTERING RAM shoves out and SHATTERS the pillar in the middle. Iceman cries out as he falls. He points with both hands...

On the floor, a crude ICE SLIDE morphs into existence. Iceman hits it near the top and slides through to slow his fall. The slide spits him out the bottom. He slides across the floor.

Iceman comes to a stop. In front of him, a trap-door slams open and a menacing FIRE CANNON rises on pistons, targeting. The cannon SHOOTS a FLAME, engulfing Iceman before he can crawl away. A BLARING HORN SOUNDS and the fire cannon lets up, then withdraws into its hiding place. Iceman's sharp edges have melted.

XAVIER (V.O.)
(from LOUDSPEAKER)
That's enough for today, Robert.

Iceman reforms his melted edges, pounds the floor in frustration.

IN THE D.R. CONTROL ROOM, Xavier lets his finger off the intercom

button. Cyclops watches Iceman exit the Danger Room below.

BEAST
A disappointing score for Bobby Drake, ladies and gentlemen. If only he could have landed that triple axle.

CYCLOPS
Alright, Beast, alright. We all know he needs lots of practice.

JEAN GREY
He has to learn to react quicker.

BEAST
More quickly, actually.

XAVIER
He will. See to it, Scott. Spend some extra time with him.

Cyclops nods. Xavier looks to Logan.

XAVIER (CONT)
So... what do you think?

LOGAN
It looks fun. When's my turn?

CYCLOPS
It's not fun, Logan. It's for real. I doubt you're ready for it.

LOGAN
Hey, I'm for real too, Cyke, so it's a perfect match. Or, didn't your mommy teach you to share your toys?

CYCLOPS
You don't know anything about the D.R. except what you just saw. You go in now, you're just going to get yourself killed.

LOGAN
Well, why don't we let the big man decide?

Logan and Cyclops look to Xavier.

INT. THE DANGER ROOM (TIME CUT) -- DAY

D.R. doors open. Logan enters. Doors slam. Logan walks to the center. SNICKT -- he pops claws, looks up at the control room.

CYCLOPS (V.O.)
You still want to do this?

Logan looks all around, retracts and extends his claws on both hands... 1,2,3, 1,2,3, 1,2,3, like impatient, drumming fingers.

LOGAN
I'm waiting.

THREE TONES are HEARD. Then, four irises in one wall open quickly. PHUT - PHUT - PHUT -- leather MEDICINE BALLS are fired. Logan runs, missed by several, but one medicine ball WRACKS him in

the small of his back and knocks him down.

CYCLOPS
Last chance to change your mind.

LOGAN
Shut your cake-hole.

Logan stands. CLANK -- up pops the FIRE CANNON.
Logan runs straight at it, leap-frogs over just as it BLASTS.

Ahead, three long, multi-sectional ARMS fly up from the floor. Spider legs with sharp SWORD TIPS. They swing and jab at Logan, but he ducks and dodges. The swords whistle as they swipe. Logan blocks them with the backs of his claws, then ducks and runs...

He CHOPS two of the arms down as he passes. The third arm retracts. Logan searches for the next threat.

High above, a mini MISSILE LAUNCH RACK reveals itself.

Logan books. Mini-missiles EXPLODE behind him. Ahead, a semi-circular wall jumps up, creating a dead end. Logan does not slow, leaps, kicks off the wall with one foot and repels, running the other direction without missing a step.

Logan runs to the wall ahead and flattens against it. He looks up. The missile launcher is directly above. It stops firing, WHIRRING as it tries to target. It can't make the angle.

Logan smiles, but that smile wipes away as the wall he's pressed against starts slowly tipping towards him. Logan runs. A big section of the wall is falling like a ten ton domino. Logan gets out from under as the wall SLAMS flat with a THUNDEROUS BOOM.

Logan slides to a stop, looks back up at the viewport, cocky.

LOGAN
You'll have to do better than...

Logan looks up. Uh oh. A spiked, metal RAM ARM hurtles down. Logan dives away as the ram POUNDS. The ram retreats.

The floor opens in front of Logan, and he is momentarily eye to eye with a DRONE ROBOT. Logan gets up. The bizarre, lanky drone-bot rises into full view as the platform bringing it locks in place. Logan looks behind him. How about that? FOUR other DRONE-BOTS arrive similarly. Logan backs up, claws ready.

The drone-bots attack with buzz-saw hands and serrated fingers. Logan kicks one. Another drone-bot strikes, sends Logan flying.

Logan lands hard, his shoulder cut up pretty bad.

IN THE D.R. CONTROL ROOM, Xavier and the rest of the X-Men watch.

CYCLOPS
I'm shutting it down.

XAVIER
No. Let him continue.

IN THE DANGER ROOM, Logan stands, furious. The drone-bots are coming. Logan goes to meet them with a cry of rage.
He swings, cutting into the drone-bots as they try to counter.

Drone-bot pieces fly to the Danger Room floor.

Logan cuts one drone-bot in half, grabs another drone-bot's arm, cuts it off. A drone-bot buzz-saw SLICES Logan's back with a glancing blow, but Logan turns and IMPALES the drone-bot's head.

Logan keeps swinging, RIPPING, SHREDDING, SMASHING, BASHING.

IN THE D.R. CONTROL ROOM, Cyclops is amazed, a little frightened.

CYCLOPS
My God...

IN THE DANGER ROOM, Logan tosses the last drone-bot, breathing hard, calming. The HORN BLARES. Pause. Logan looks up.

LOGAN
I'm going to Disneyland.

INT. X-MANSION, XAVIER'S QUARTERS -- NIGHT

Cyclops broods by the window. Xavier's in his wheelchair.

CYCLOPS
He's not one of us.

XAVIER
You must have patience.

CYCLOPS
Besides his... his berserker instincts... putting that aside for a moment, we still both know the only reason he's here is to get another crack at Sabretooth.

XAVIER (CONT)
Wolverine is an X-Man now, Scott. Like you, or Iceman... any of you. One by one, you came to me, or I sought you out. And now that Logan has come, he is just as deserving of chance to learn to control his abilities. We need him, and although he may not know it yet... he needs us.

INT. X-MANSION, INDOOR SWIMMING POOL -- NIGHT

Jean Grey swims laps in the pool. She crosses under the diving board, turns and swims back. At the other end, she climbs out.

LOGAN (O.S.)
Nice night for a dip, sweetheart.

Jean's startled. Logan's on the diving board, smoking a cigar.

JEAN GREY
What can I do for you, Logan?

LOGAN
You're doing it.

She does look good in her bathing suit. Jean motions. Her towel, far away, leaps into the air and comes to her. She covers up.

LOGAN (CONT)
Aw... you don't have to be shy around me.

JEAN GREY
Let me explain something, before you try to take this relationship beyond the leering stage...

LOGAN
I know... you already got a boyfriend. A certain fella goes by the name of Cyclops.
(off her confusion)
That night in my cabin, I could smell your lipstick on pretty-boy's breath. So, either you two had been smooching it up, or he was borrowing your shade. But, it doesn't bother me. It's a woman's prerogative to change her mind.

JEAN GREY
Good night, Logan. Sleep tight, don't let the bed bugs bite... as if they'd try.

LOGAN
What's your hurry?

JEAN GREY
Something about being alone in a room with you makes me uneasy.

LOGAN
That's my animal magnetism.

JEAN GREY
No, it's fear.

LOGAN
Afraid you're going to fall in love.

JEAN GREY
Afraid you're a lunatic.

LOGAN
Crazy for you.

Jean Grey just shakes her head and exits. Logan's alone.

LOGAN (CONT)
Logan... you are a heel.

Disgusted with himself, he chucks his cigar into the pool.

INT. X-MANSION, CYCLOPS' LIVING QUARTERS -- NIGHT

Jean Grey is on the bed, drying her hair with her swim towel. She stops, stares at the wall, thinking. Cyclops (sunglasses) comes from the bathroom in a robe.

CYCLOPS
What's the matter?

JEAN GREY
Hm? Oh, nothing.

(pause, sees his doubt)
Really. Just thinking. That's all.

Cyclops lets it go, sits beside her, kisses her. Long kiss.

JEAN GREY
We have to tell them.

CYCLOPS
Tell them what?

Cyclops leans to kiss again, but she stops him with a weak smile.

JEAN GREY
Scott, I'm tired of sneaking in here every night, and then having to hurry back to my own room before the sun comes up.

CYCLOPS
But, what are they going to say? And, with Professor Xavier... around him I still feel like... like some little kid.

JEAN GREY
We shouldn't worry what the others will think or say. We shouldn't have to worry.

Jean falls back on the bed. Cyclops joins her, takes her hand.

JEAN GREY (CONT)
I wish, just once... I'd give anything to be able to look into your eyes. Just once in my lifetime.

CYCLOPS
You know that can never happen. These lenses are the only thing keeping me from destroying everything I look at. Without them... without them, who knows?

Jean comes close to him, puts her arms around him. A breeze blows the curtains of a nearby window. MUSIC can be heard, QUIETLY...

INT. X-MANSION, WEIGHT TRAINING ROOM -- NIGHT

The MUSIC comes from a RADIO on a shelf in the weight training room. Iceman (de-iced) lifts weights, straining, covered in sweat, pushing himself.

Across the room, Angel is seated studying financial charts and graphs on a LAPTOP COMPUTER while he speaks on the phone.

ANGEL
(into phone)
I don't care what's hot in the Asian Bond Markets, Jack. S...E...L...L, got it? Now, what's MRV's close? Okay... lock in one millions shares. And, by the way, whatever happened to those ballet tickets?

INT. X-MANSION, BEAST'S LIVING QUARTERS -- NIGHT

Books, books, books. One half of the suite is a chemical test lab. Beast mixes things in test-tubes, watches for a reaction. He gets none, disappointed, goes to write down his findings.

INT. X-MANSION, LOGAN'S LIVING QUARTERS -- NIGHT

A SAMURAI SWORD rests on a display rack. Logan sits crosslegged on the floor, sorts through photos from the shoebox.

Photos, of different people, different places. Logan studies one, then puts it on the floor and picks up another. He seems frustrated. Many photos are laid out on the floor around him. Many of have one corner sharply bent.

EXT. MANHATTAN -- NIGHT

If you can make it here, you can make it anywhere. It's big, shiny, and beautiful. It's the Manhattan skyline. The CITICORP BUILDING, with its distinctive slanted roof, stands tall.

All and all, besides the SOUNDS of DISTANT SIRENS, it's a quiet night. Then, a RUMBLE is HEARD. The Citicorp Building trembles. It shifts impossibly, just slightly, to one side, shuttering...

Thousands of windows shatter, raining glass towards the street. Then, it's quiet again, for a moment. Only a moment. With a SCREAM of TORTURED METAL and a SOUND like ONE THOUSAND LOCOMOTIVES, the Citicorp Building falls towards the east river...

Its lights go dark as it TOPPLES surrounding structures, BURIES streets filled with cars, and SMITES brownstones.

The DESTRUCTION ECHOES in the sky. It's over. A great cloud of dust rises. The Manhattan skyline is forever altered.

INT. X-MANSION, XAVIER'S LIVING QUARTERS -- DAY

The TELEVISION shows NEWS IMAGES of rubble strewn streets and busy emergency rooms. Xavier listens, his head lowered in sorrow.

ANCHOR'S VOICE (V.O.)
(from television)
... alliance of mutant terrorists calling themselves "The Brotherhood" has claimed responsibility for the bombing. Here is a portion of the message we received just moments before the explosion:

MAGNETO'S VOICE (V.O.)
The thunder you hear across a cloudless sky is not the sound of a storm rising. It is the sound of mankind falling.

Xavier looks to the TV. This voice fills him with dread.

MAGNETO'S VOICE (V.O.,CONT)
If it is your desire to fear mutants, it will be our pleasure to give you something worth fearing. If you hate us, we gladly hate you back. And, if you attempt to imprison us, we will rise up, and we will build our cities with your bones.

INT. X-MANSION, PARLOR -- DAY

Xavier sternly faces the assembled X-Men: Beast, Iceman (human), Angel, Jean Grey, Cyclops and Logan.

XAVIER
Beast and I leave for Manhattan within the hour. I would like very much to see a marked improvement in this team upon my return. Will I see such an improvement, Scott? Can I depend on that?

CYCLOPS
Where there's room for improvement. Yes.

XAVIER
There is one other thing. Angel... you are no longer required to participate in Danger Room exercises. I've decided you'll serve as only a pilot and a scout.

This is surprising to everyone, except Logan, who doesn't care.

ANGEL
What?

XAVIER
You are talented, son, but your skills are not enough in a combat. You're too vulnerable.

ANGEL
This isn't fair. You're overreacting to one incident.

JEAN GREY
I have to agree with Angel.

XAVIER
I'm sorry, it's not open to discussion. The destruction of the Citicorp building was only a prelude...

ANGEL
So, that's it? Suddenly, I'm just some junior-league flunkey?

ICEMAN
Since when do we run things this way?

XAVIER
(building anger)
The darkest days of our lives lie just ahead for all of us and we have little time to make ready. So, in this one instance, this is how it will be, without question. Is that understood?

EXT. UPSTATE NEW YORK ROADWAY -- DAY

Xavier's car speeds along through lush, upstate NY forests.

INT. XAVIER'S CAR -- DAY

Beast drives, disguised in an overcoat with the collar pulled up, sunglasses and a hat. Xavier stares out the passenger window.

BEAST
What exactly was that back there, Charles? Tough love?

XAVIER
It had to be done.
(pause, regretting)
How harsh was I?

BEAST
Perhaps you were right to limit Angel's participation, but a quote by Mark Twain does come to mind regarding your delivery.

XAVIER
And it is... ?

BEAST
"Intemperate temperance injures the cause of temperance, while temperate temperance helps it in its fight against intemperant intemperance." Or, in other words, "chill out." Just a little.

XAVIER
I'll try to remember that. Thank you.

BEAST
Just what do we hope to accomplish on this breezy jaunt into the Big Apple?

XAVIER
I'm not certain yet. We may be looking up an old acquaintance of mine.

BEAST
Interesting. Care to elaborate?

XAVIER
No.

BEAST
Alright then. As long as you don't make me sit through "Cats" again.
(looks in rearview mirror)
Uh oh...

Xavier looks back. A POLICE CAR follows, red lights revolving.

XAVIER
Oh my.

EXT. ROADWAY -- DAY

Beast and Xavier's car stops. The police car stops behind.

INT. XAVIER'S CAR -- DAY

Beast looks in the mirror, watches the POLICEMAN get out. He takes off his sunglasses, looks expectantly to Xavier.

XAVIER
No. Not this time. You know how I feel about this.

BEAST
I understand your reticence, but what choice do we have. It's harmless...

XAVIER
I won't do it. I simply will not.

BEAST
Okay, okay. The only other thing I can think of is for you to switch places with me, and I could hunker down and hope he doesn't notice me. But, that might be a problem, if, say, oh... the officer happens to ask you to step out of the car.

XAVIER
Alright... alright. Take off your hat.

EXT. ROADWAY -- DAY

The policeman walks to the driver's side, taps the window. The tinted window rolls down... reveals MEL GIBSON at the wheel.

MEL GIBSON
Howdi there, officer. Jeez, was I going too fast or something?

POLICEMAN
Hey... I know you. You're that actor guy... in all those great cop movies where everything explodes.

MEL GIBSON
Yeah, well, that's me. I, uh, was also in this thing called "Hamlet," but anyway...

Xavier has his eyes closed, fingers pressed to his temples.

MEL GIBSON (CONT)
Don't mind him. That's my agent there. He's got a really bad migraine headache... had a busy day back-stabbing and double-dealing. Listen, I'm on my way into town for a big movie premiere, and I was kind of hoping you might, you know... see your way clear to letting me slide this time. Just this once.

He smiles his winningest, movie-star smile.

EXT. BROOKLYN NAVY DEPOT -- DAY

TWO massive TRACTOR TRAILERS move through Brooklyn streets. They approach the sprawling, industrial Brooklyn Navy Yards, across from the lower tip of Manhattan. The yards have definitely seen better days. Two guards open the gates for the tractor trailers.

EXT. BROOKLYN NAVAL YARDS, THE COMPOUND -- DAY

Doors slide opened to allow the tractor trailers to enter a massive, RUSTY BUILDING the size of an airplane hanger.

INSIDE THE COMPOUND, the doors behind close. Doors in front open.

The tractor trailers move on, into a cavernous, Ken-Adamish, government station. Shiny, busy and well equipped, it's a sharp contrast to its exterior. TROOPERS and TECHNICIANS mill about.

Gyrich walks to meet BOLIVAR TRASK, scientist, nebbish, who climbs from one truck, looking weary.

GYRICH
Welcome to the Compound, Trask. Your illegally siphoned tax dollars at work.

TRASK
Thank you. It's very nice. Um, now... if I could be shown my room, I'm exhausted...

GYRICH
Later. First, I want a look-see at the goodies you brought me.

Gyrich grasps Trask and leads him. AT THE BACK OF ONE TRUCK, men open the doors. MACHINES are HEARD HUMMING. We ENTER the dark trailer. All we can make out are THREE PAIRS of GLOWING EYES.

EXT. NEW YORK CITY STREET -- NIGHT

Beast (in overcoat and such) and Xavier come to a red-globed SUBWAY ENTRANCE, looking around. Beast vaults over the rail. He lands on the stairs below. The station is closed, boarded up. Beast pulls at the boards. Xavier keeps watch above.

INT. UNDERGROUND PASSAGEWAY -- NIGHT

A passageway and entrance used for going from building to building. It is dark and empty except for Beast and Xavier. Ahead are WARNING SIGNS and yellow POLICE BARRIER RIBBONS.

XAVIER
News reports said it was an explosion that took the building down, as if it were a bomb. But, I have a strong feeling they haven't been told the truth.

INT. BELOW CITICORP, PARKING GARAGE -- NIGHT

A long escalator is covered in rubble. Hastily assembled boards block the escalator off. Beast shoves through from the other side, carrying Xavier. He stops, looking up in awe.

The escalator they're on goes only a little further down before it abruptly ends, hanging over a MASSIVE CRATER. The crater has ruined several floors of parking garage. At its center, many massive STEEL girders and thousands of METAL support rods have been RIPPED from their concrete moorings and walls, stretched and joined together, TWISTED round and round each other, forming what looks like a giant tornado of heavy metal frozen in time.

BEAST
Lord... who could have done this?

INT. X-MANSION, DANGER ROOM -- DAY

Logan leads. Iceman follows. They rush through a metal hallway, staying low, cautious. They come to a corner. Logan peeks

around. Ahead, a MACHINE GUN comes to life and FIRES. Logan pulls back as RUBBER BULLETS pound a nearby wall, meant for him.

LOGAN
You want it?

Iceman nods, steps up. The machine gun fires. Rubber bullets bounce off Iceman as he raises his arms, PROJECTING COLD...

The machine gun keeps firing, but frost begins to form. It CREAKS, mechanisms slowing, so cold and brittle, as it fires, it SHATTERS into millions of pieces. Logan looks around the corner.

LOGAN (CONT)
You do quality work, Frosty. Don't let anybody tell you different.

ICEMAN
I aim to please.

ABOVE THEM, we see they move through a complicated MAZE formed by hundreds of interconnecting walls jutting from the floor of the D.R. ELSEWHERE IN THE MAZE, Jean Grey and Cyclops navigate from an opposite corner, also heading towards the center. They're a lot closer to the center GOAL than Iceman and Logan.

Jean is in front. She moves down a long section of the maze. Suddenly, a panel opens, revealing THREE HOLES. Three ROUND OBJECTS shoot out at incredible speed...

Jean leans back, furrowing her brow. The objects freeze in the air, inches from her face. Three GRENADES, spinning, suspended.

CYCLOPS
Um... you might want to get rid of those.

With an upwards glance, Jean sends the grenades into the air. They EXPLODE above the maze, harmless. Jean looks to Cyclops.

JEAN GREY
Oh, ye of little faith.

IN ANOTHER SECTION OF THE MAZE, Logan and Iceman pick up the pace. They move around another corner. DEAD END.

LOGAN
Give me a friggin' break. What's this stupid game supposed to teach us again?

ICEMAN
Threat assessment... team work...

LOGAN
Truth, justice and the American way. Well, nuts to all that. You want to win?

ICEMAN
I'd love to. Nobody's ever beaten Cyclops and Jean when they're paired up.

LOGAN
Yeah, they got a real synergy going. Well, them days is over. From here on out, it's you and me and create-tive-ity.

Logan pops claws, leaps, digs in the wall and climbs.

INT. DANGER ROOM CONTROL ROOM -- DAY

Angel's at the controls, looking down on the maze through the viewport. He sees Logan's head stick up, pushes buttons.

INT. THE DANGER ROOM, MAZE MODE -- DAY

LASER BEAMS fire, barely missing as Logan ducks down. INSIDE THE MAZE, Logan lands back beside Iceman. Over the D.R.INTERCOM:

ANGEL (O.S.,V.O.)
No coming over the top, wolverine.

LOGAN
Now we know where we're going. All we go to do is get there. And, the shortest distance between two points...

Logan shoves his claws into the metal maze wall, CUTTING. He cuts a big circle, like slicing butter, and kicks it in.

LOGAN (CONT)
... is right through here. Watch my back.

ICEMAN
I'm there.

AT THE CENTER OF THE MAZE, a RED FLAG sits atop a steep, metal hill. At one side of this open area, Cyclops and Jean enter.

CYCLOPS (CONT)
We made it.

But then, SKKKKKEEEEEERUNK -- SCCCCRREEEEETTTTTCH. Logan kicks a hole in the opposite wall. Iceman is behind.

Cyclops books. Logan runs from the other side. They both sprint up the hill, heading towards the red flag. Cyclops dives forward and grabs the flag, just before Logan gets there.

CYCLOPS
Close, Logan, but not close enough. I bet you could almost taste it.

LOGAN
That's alright. The better man won. Put her there...

Cyclops is pleasantly surprised, goes to shake hands, but Logan punches him, sends him tumbling. Logan picks up the flag.

LOGAN (CONT)
I don't remember hearing the final bell.

The LOUD HORN BLARES. Logan points up at it.

LOGAN (CONT)
Now the game's over, and you lose. It's mighty nice being king of the hill, but you got to be ready to defend it.

Logan throws the flag. It lands on Cyclops as Jean comes to make sure Cyclops is alright. Logan comes down beside Iceman.

ICEMAN
That was dirty pool.

LOGAN
That was winning, kid. You'll recognize it after you've done it a few times.

BLAM -- Cyclops' energy ray SLUGS Logan from behind. Logan hits a wall. He gets up, shaking it off, angry.

LOGAN (CONT)
What were you thinking?

CYCLOPS
Let's go... you and me.

Cyclops moves forward. Logan approaches, but Iceman steps in front, blocking him while Jean restrains Cyclops.

JEAN GREY
Stop this. Are you crazy? Stop it!

ICEMAN
Ease back, Logan. Step off.

CYCLOPS
(easing off, to Jean)
Okay... okay, I'm alright.

LOGAN
Nothing worse than a sore loser, One-eye. You should learn to take it like a man.

Logan walks out. Iceman and Jean look worried.

INT. NEW YORK APARTMENT, OFFICE -- EARLY EVENING

The door to the office is closed. Beast is on the phone.

BEAST
(into phone)
Whomever it is leading the Brotherhood... well, it seems Charles may have had dealings with him in the past.

INT. X-MANSION, LIVING ROOM -- EARLY EVENING

Cyclops, Jean, Angel and Iceman (human) are in attendance, looking towards a SPEAKERPHONE on a table. (Intercut conversation.)

JEAN GREY
If that's so, why didn't he tell us?

BEAST (V.O.)
He may feel we're not ready to hear the full truth just yet. In the Battle of Britain, the Royal Air Force was very heavily outnumbered by the German Luftwaffe. I doubt each man flying for Britain truly comprehended the enormity of the odds against him. Yet, after three months of fighting, the RAF handed Hitler his first major defeat of world War Two.

It was of this battle Churchill said,
"Never in the field of human conflict was
so much owed by so many to so few."

ICEMAN
Man, where do you get all this stuff from?

BEAST (V.O.)
Churchill also said, "It is a good thing
for an uneducated man to read books of
quotations."

CYCLOPS
Where's Professor Xavier now?

INT. NEW YORK CITY APARTMENT, OFFICE -- NIGHT

Beast, still on the phone, looks towards the closed door.

BEAST
In the other room here. He's gone into
some sort of deep, psionic trance.

CYCLOPS (V.O.)
What?

BEAST
As far as I can tell, he's reaching out
across the entire city with his mind...
sorting through the millions of states of
consciousness around us...

INT. NEW YORK CITY APARTMENT, LIVING ROOM -- DAY

Xavier faces windows overlooking the city. He's motionless, Zen-
like. His eyes are rolled up and bloodshot. Rather frightening.

BEAST (V.O.)
He's calling out the Brotherhood leader.

INT. LOGAN'S LIVING QUARTERS, BALCONY -- NIGHT

The balcony overlooks a lovely garden. Logan is on a bench,
looking at his shoebox of photos. He senses someone coming and
puts the pictures away. Across the room, Jean enters, KNOCKING.

JEAN GREY
Can I talk to you for a minute?

Logan nods. Jean comes to stand on the balcony with him.

JEAN GREY (CONT)
I've been thinking about you.

LOGAN (CONT)
Yeah? With or without clothing?

JEAN GREY
Give it a rest for once, Logan. A little
of that garbage goes a long way.

LOGAN
Alright. What's up?

JEAN GREY
If I ask you a straight question, will you answer honestly?

LOGAN
Depends what the question is. Try me.

JEAN GREY
Why are you still alive?

LOGAN
Want to run that by me again?

JEAN GREY
If the records Professor Xavier dug up from Department H are anywhere near accurate, you've been shot at least a hundred and twenty times in the line of duty. You've been stabbed over sixty times. You've been bludgeoned, burned... you even went over Niagara Falls. Yet there you sit, alive and well. But, what keeps you going? It can't all be because of your healing factor. Not all of it. To survive what you have, it would take this unbelievable rage to live.

LOGAN
What are you getting at?

JEAN GREY
Well, like I said, I've been thinking about you, and there's something I don't get. I mean, what in the world could you possibly be living for? You don't care about anyone, and it's pretty clear you loath yourself. Most people have someone they care about. So, I wonder, what does Logan look forward to? Does he look forward to the next time he has the pleasure of digging his claws into someone? Is he just, in his heart of hearts, breathlessly anticipating his next victim's last gasp? Is that enough? It couldn't be... but, what else is there for him?

Logan's getting a sour stomach. He walks into his room and puts the shoebox on his desk. Jean's not enjoying this anymore.

JEAN GREY
Oh my, did I hurt your feelings?

LOGAN
Maybe you better leave.

JEAN GREY
It's interesting... I was about to say the same thing to you.

Logan stares down at the shoebox. He looks to Jean.

LOGAN
You asked. Do you really want to know?

Pause. Jean nods. Logan comes back, sits facing her.

LOGAN (CONT)
I'm here, sitting with you. Right? Okay. Before that, I worked for Department H a bunch of years, and just before that I was living in a forest in Canada, running around, killing and eating and howling at the moon. That's as far back as my memory goes, and its got some pretty rough edges as is. So, while you might have a recollection of some freckled faced brat pulling your pigtails in kindergarten, or the first time you rode a bike without training wheels, I have these...
(opens box of photos)
I've had them every single day of what little of my life I remember. I don't even know if they belong to me. There's not a single picture in here that has me in it, or that means anything when I look at it. But still... is this my mother? Is this my father, or my brother? And, that's the whole other thing. With my healing and all, it's a good bet I don't age too fast. So, I could be thirty years old, or a hundred, in which case my past is ancient history.

JEAN GREY
Why are some of the corners bent?

LOGAN
Those are ones where I looked for that person, or went to that place. I ain't found nothing yet, but someday one of these pictures is going to tell me who I am. Other than that... I don't do a whole lot of looking forward.

EXT. X-MANSION, LIVING QUARTERS HALLWAY -- NIGHT

Cyclops comes down the hall, notices Logan's door ajar. He stops, looking in. Ahead, he sees Logan and Jean on the balcony together, facing away, talking. Cyclops is a bit bothered by this. After a moment, he backs off, then walks away.

INT. NEW YORK CITY APARTMENT, LIVING ROOM -- MORNING

Dawn light. Beast is asleep on a couch. Xavier still sits motionless. Then, he releases from the trance with a gasp. The nearby ANTENNAED DEVICE, comes to life, flashing and BEEPING.

XAVIER
Henry... wake up. Wake up.

Beast sits up, awakening as Xavier wheels over to the windows and throws them open. Xavier looks down to the empty streets.

XAVIER (CONT)
He's here. He's very close.

EXT. NEW YORK APARTMENT BUILDING, FIRE ESCAPE -- MORNING

Beast comes out a window to the fire escape, leaps up and climbs.

ON THE ROOF OF AN ADJACENT BUILDING, higher up and not far away, Magneto watches as Beast climbs the fire escape and springs onto the opposite rooftop. Beast looks around. He notices something at the roof-access door, walks...

ON THE ROOFTOP OF BEAST'S BUILDING, Beast sees, in raised letters on the METAL surface of the roof door: "CENTRAL PARK. THE POND. WEST END. 11:00pm TOMORROW." Beast looks to surrounding buildings. No one in sight. Magneto's gone.

EXT. CENTRAL PARK, THE POND -- NIGHT

The park is peaceful. Beast, in overcoat garb, crouches by the pond, makes quacking sounds to the ducks on the water.

Away from Beast, on a path across the lawn, Xavier sits in his wheelchair, looking out into the park, waiting, pensive.

At the pond's edge, the ducks are suddenly frightened, flying away in a group, quacking loudly. Beast watches them, curious, stands and looks around. Suddenly, THWAP -- a DRUG DART slams Beast's chest. Beast twists, roaring in pain.

Xavier looks towards Beast, ENGINES are HEARD coming to life. Three RANGE ROVERS burst from the surrounding wooded areas, tearing across the lawn. Xavier wheels towards Beast.

XAVIER
Henry!

IN THE FOREST, a SHARPSHOOTER aims his gun through foliage.

SHARPSHOOTER'S P.O.V.: Xavier's in the NIGHT SCOPE cross hairs.

ON THE PARK PATH, Xavier's moving quickly. THUNK - a drug dart hits him in the shoulder. Xavier grips the dart, cringes as his wheelchair jerks to one side. The chair topples, throws Xavier.

Beast is pinned down by headlights as the Range Rovers slide to a halt. Heavily armed, military TROOPERS leap from the vehicles. Gyrich, in protective medical garb (surgical mask and rubber gloves) is amongst them. Beast turns, snarling.

GYRICH
He's still standing, boys!

Trooper one levels a huge barreled weapon at Beast.

TROOPER ONE
Fire in the hole!

POOT, POOT -- the weapon fires two MEGA-TAZER contacts trailing wire. They hit Beast. He roars as the charge races through him.

Xavier's trying to crawl towards the attack, losing consciousness.

Gyrich watches as Beast tries to pull the tazers out.

GYRICH
Hit him again!

Trooper Two FIRES his tazers. Hits. Beast tries to get up, tries

to run, but he falls forward, out cold. Troopers immediately gather to lift him, carrying him to one Range Rover.

The Sharpshooter runs to Xavier's body. Xavier's unconscious. Sharpshooter pulls and pockets the dart, whistles. Across the lawn, Gyrich looks, then runs towards Sharpshooter.

SHARPSHOOTER
Who's Kojak here?

Gyrich arrives, eyes Xavier. Shakes his head. Doesn't know.

SHARPSHOOTER (CONT)
Do we take him?

GYRICH
What good's a cripple do us? Leave him where he lays. Let's go.

EXT. NEW YORK CITY STREETS/EDGE OF CENTRAL PARK -- NIGHT

The Range Rovers move in tandem from the park to New York streets, taking the turns with smoking, screeching tires.

EXT. CENTRAL PARK, THE POND -- NIGHT

Xavier lays unconscious, not far from his fallen wheelchair. A shadow falls across him. It's Magneto.

MAGNETO
Xavier... my dear fellow. What have you gotten yourself into?

Magneto goes to Xavier, bows and lifts him into his arms, gentle.

EXT. STATUE OF LIBERTY -- NIGHT

Xavier's starting to come around. He sits up, sees his wheelchair nearby, looks around and realizes he's lying ATOP THE CROWN OF THE STATUE OF LIBERTY, with the mighty, torch-bearing arm above. Magneto stands nearby, looking to Manhattan's distant skyline.

MAGNETO
Welcome back to the land of the living.

XAVIER
Eric. What have you done with Beast?

Magneto turns as Xavier pulls himself into his wheelchair.

MAGNETO
Not me. The government took him. Though, I did help them along with an anonymous call to the National Security Council.

XAVIER
If they harm him in any way, I swear...

MAGNETO
What? What do you swear? You should be grateful. I spared your life. I'm sparing it with each passing second, and I could take it with a wave of my hand.

XAVIER
And, with a thought, I could destroy your mind. My abilities are stronger now than they used to be.

MAGNETO
(smiles)
A stalemate, then... of mutual assured destruction.

XAVIER
Why didn't you kill me?

MAGNETO
I suppose I don't really want you dead, Charles. I want you with me, at my side... like the good old days. The offer I make to you this evening is the offer I will soon make to the world...
(to distant skyline)
"Give me your tired, your poor, Your huddled mutants yearning to breath free."
(back to Xavier)
There's a place for you in the Brotherhood, and for your X-Men.

XAVIER
We want no part of wholesale slaughter, or of your desire to see homo-sapiens enslaved by homo-superior.

MAGNETO
You still dream of co-existence, don't you? You still think man and mutant can live together.

XAVIER
I do.

MAGNETO
The battle you've chosen has left great men dead in it's wake.

XAVIER
That doesn't mean it's not worth fighting.

MAGNETO
Oh, you amaze me. Look at all the killing and "ethnic cleansing" going on in this world. Look at what has happened to Beast. Man's inhumanity to man is ageless and timeless. If the Congress had their way... the great leaders of this nation, they'd have you in chains, with a number burned into your forehead.

XAVIER
But, they won't have their way.

MAGNETO
If not for me, they would.

XAVIER
No. Their hatred comes from fear, and you feed that fear. By the assassination of a

United States Senator, by acts of random terrorism, you're only widening the rift.

MAGNETO
By the time I'm done, that rift will be a gaping chasm.

XAVIER
Then, what good are you doing? Why not join with me to help heal this bigotry, instead of adding to it?

MAGNETO
Because, if you want to be heard in a room full of people screaming at the top of their lungs, you have to be the one who screams the loudest and the longest. You have to roar into the maelstrom.
(pause)
I'd love to share my plans with you. I once thought of you as my only friend. I give you one last chance to join me, because against me, you will never win.

XAVIER
We're ready for you.

MAGNETO
You wear your brave face well. Pity it will soon turn to a mask of sorrow.

Magneto climbs and walks out onto one of the crown's points.

MAGNETO (CONT)
One last thing, Charles. I know you have him. Your animal pet, with his big sharp claws. He will not save you.

Magneto holds up his arms, fingers spread. The air CRACKLES as a ball of MAGNETIC ENERGY forms around him. He rises into the dark.

Xavier watches Magneto go, then looks around. He realizes his immediate dilemma, wheeling to look towards the ground far below. He turns and sees a TRAP DOOR behind him.

INT. STATUE OF LIBERTY'S CROWN -- NIGHT

The TRAP DOOR opens above a ladder. Xavier pushes his folded wheelchair through and drops it to the ground. He shifts his body, using upper body strength and his arms, lowering his legs. He gets a grip on the edge and swings down with a grunt, hanging on, legs dangling. He grasps the ladder and starts down.

INT. X-MANSION, KITCHEN -- DAY

Logan enters, in a foul mood. He pulls off his cut, dented body armor flack jacket and throws it in the kitchen sink, then goes to the refrigerator and pulls out a six-pack. He plops down at the table with his feet up as Cyclops enters, also angry.

CYCLOPS
You got a problem, Logan?

LOGAN

Not anymore I don't.

Logan pops a beer and guzzles it. Jean enters, watches with concern as Cyclops gets in Logan's face.

CYCLOPS
You want to be the lone wolf... you stop breathing... no great loss. All I care is you're letting down the rest of the team.

LOGAN
Hey, you can jump around all day in that Romper-Room world of yours it don't mean squat compared to fighting flesh and blood. I'm sick of playing games.

CYCLOPS
You're pissed because you screwed up down there, and you know it. What was it you said about taking it like a man?

JEAN GREY
Scott... come on. Let him stew.

LOGAN
Chrimany, Jean, what do you see in this nebbish? What'd he do to deserve you?

JEAN GREY
(to angry Cyclops)
Let it go.

Jean pulls him to leave. Cyclops finally relents, turns to go.

LOGAN
You're whipped.

Cyclops turns back, kicks the table, knocking Logan over. Logan hits the floor, just stays on his back, deceptively calm.

LOGAN
You just earned some big time lumps, bub.

CYCLOPS
Outside.

EXT. X-MANSION, FRONT DRIVE AND LAWN -- NIGHT

Logan and Cyclops cross the lawn, throwing off body armor. On the porch, Jean watches, disgusted. Iceman rushes past.

ICEMAN
This I got to see.

JEAN GREY
Idiots. Macho idiots.

She goes into the mansion, slams the front door. On the lawn, Cyclops and Logan face each other. Cyclops looks to Iceman.

CYCLOPS
This is me and him, Bobby, man to man.
You stay out of it.

ICEMAN

No kidding.

LOGAN
You mean mutant to mutant.

CYCLOPS
No. No powers. No claws. No visor.

Logan nods, spits in his palms, balls up his fists. In the air above, Angel swoops down to land on the mansion's roof.

ANGEL
This should be good.

Cyclops swings first, misses, gets punched. He backs off, taking his time. He fakes, then swings, and hits Logan hard. Logan shakes off the blow, smiles in admiration. Iceman circles the fight, watches as Logan and Cyclops go at it, playing for keeps.

Logan doubles Cyclops over, grabs him and throws him. Cyclops knocks over a lawn statue.

LOGAN
You're out of your league.

Cyclops, bleeding out the nose, gets up and approaches for more. Iceman keeps circling as more blows are exchanged. Major fisty-cuffs. Then, XAVIER'S VOICE is HEARD in Iceman's head:

XAVIER (V.O.)
Iceman!

Iceman looks. Down the drive, Xavier sits in his wheelchair, suitcase nearby, pissed. Xavier points at the fight. Iceman looks at Logan and Cyclops, then back to Xavier.

ICEMAN
You sure about that?

Xavier nods. Iceman shrugs, TRANSFORMS to his icy persona and turns to face the fight. Logan and Cyclops are still slugging it out. Iceman opens his hands towards them.

Logan swings at Cyclops, but Cyclops is suddenly ENCASED in a BLOCK OF ICE. Logan connects with the block. He backs off, yelping in pain, holding his fist. He looks to Iceman.

LOGAN
What the... ?

Logan is instantly ENCASED IN ICE, solid as a rock.

ICEMAN
Sorry, guys.

The ice block containing Cyclops teeters and falls, knocking the Logan ice block over. They hit the ground with a THUD.

INT. X-MANSION, THE WAR ROOM -- MIGHT

Xavier sits with monitors behind and a keyboard to his left.

XAVIER
His name is Eric Magnus Lehnsherr. He has

an ability to control and manipulate magnetic energy. I knew him during a time I spent wandering from country to country, working in hospitals and psychiatric facilities... wherever they would accept my help. I first met Magnus in Haifa, Israel. He was a foreign aid volunteer.

Cyclops and Logan are in blankets, beside Jean, Iceman and Angel. Xavier punches up grainy photos of Magneto on the monitors.

XAVIER (CONT)
Our paths crossed many times after that, and we often traveled together, a two man amnesty force of sorts. We both know we were different from others, without ever speaking it. The only times we discussed human evolutionary mutation were to debate its effects on future history. Magnus believed that as the Homo Superior grew in number...
... their only hope for survival would be to take dominion over man, and he now seems to be making his second attempt to achieve that goal.

JEAN GREY
His second?

XAVIER
A long time ago, we worked in a small clinic behind the Iron Curtain. One evening, two badly wounded teenagers were brought in. Nothing could be done to save them. We later learned that these two, a boy and girl, had been dragged from their home and beaten by an angry mob. Because they were mutants. Because they shared telepathy. Magnus decided to avenge them, and would not be dissuaded.
(long pause)
The town we were in was called Chernobyl.

Xavier punches a button. On the monitors behind him: MANY IMAGES from the CHERNOBYL NUCLEAR DISASTER. News footage of the ruined reactor. Of the evacuation. Of radiation suit clad workers.

XAVIER (CONT)
This was the result. The Chernobyl nuclear disaster. April 26, 1986. The first time Magnus and I truly revealed our powers to each other... against each other. I know I've told you differently before, but it was during this fight that I lost the use of my legs.

Xavier faces IMAGES of workers shoveling irradiated materials. The X-Men are solemn. Even Logan seems affected.

XAVIER (CONT)
I blacked out from the pain, and woke up in a hospital far away from this. I can only guess at Magnus' regret, because the assault had ended before a meltdown. But still, more than six hundred thousand

people received high doses of radiation, almost half of them children.

CYCLOPS
And, now he has his sights set on New York City.

Xavier wheels to pick up the antennaed device off a table.

XAVIER
This sensor array can read the fluctuations in the magnetic spectrum which surround Magnus at all times. With luck I'll have it adapted to visual mode by this evening. It will be your job to use it over Manhattan, Angel, under cover of darkness. You are the best chance we have of locating the Brotherhood.

Angel nods.

ICEMAN
What about Beast?

CYCLOPS
If the government has him hidden away, a search party won't do much good. For all we know, they've taken him out of state.

XAVIER
I'll begin a psychic search as soon as possible, once I've fully recovered from the strain of finding Magnus. Other than that... I don't know what we can do.

LOGAN
Okay, look. With Beast missing in action, you want to get big-time serious, right? So, I feel like I got to say, if we're going to have a fighting chance against these guys, we need a new team leader. Cause Cyclops ain't cutting it.
(to Cyclops)
No offense. It's just the truth.

CYCLOPS
I suppose you think you're born to lead?

LOGAN
You got it, mono-brow.

XAVIER
Enough! Haven't either of you heard a word I've said? Why must you insist on this inane competition?

LOGAN
Maybe I'm not the only one here on the "Island of Misfit Toys" who feels like Cyclops is dropping the ball. But even if I am,it can't hurt to have a vote.

Cyclops finds this ludicrous. Xavier rubs his eyes, weary.

LOGAN (CONT)

One man, one ballot. Let the democracy decide. That's all I'm asking.

XAVIER
Very well... you'll have your vote.

CYCLOPS
What?

XAVIER (CONT)
It's the only equitable way. I want each of you to consider this carefully, alone. It's important you not discuss it. We will meet in the West Wing in two hours.

Logan's pleased. The X-Men file out, but Cyclops stands and remains. Jean waits by the door.

CYCLOPS
What's going on, Professor? Are you having your own doubts about me now?

XAVIER
We'll speak afterwards.

Xavier refuses to look up. Cyclops exits. Xavier looks up, grim.

INT. X-MANSION, JEAN GREY'S LIVING QUARTERS -- DAY

Jean enters. She's startled to see Logan in a chair.

JEAN GREY
What are you doing in here?

LOGAN
Visiting.

JEAN GREY
Get out, Logan. You heard what Professer Xavier said.

LOGAN
Yeah, I heard. But, when else do I get a chance to talk to you without Cyclops hanging around, or you around him?

Logan crosses and stands close. Jean backs away a little.

JEAN GREY
Just, leave.

LOGAN
Why? You still afraid?

JEAN GREY
What do you want from me?

LOGAN
Show me you're not afraid. Why do you keep backing away?

He steps close. This time she doesn't back off, looking at him.

JEAN GREY

I'm not afraid of you.

LOGAN
I'm glad.

Logan leans in, pauses. He kisses her. She closes her eyes, upset, but responding just slightly. She keeps her eyes closed.

JEAN GREY
I... I don't want this.

LOGAN
I can't help that.
(backs off, leaving)
Far as I'm concerned, you're deciding on more than just team leader today.

INT. X-MANSION, DINING ROOM -- DAY

"Logan" is written on a small piece of paper. Logan puts the pencil down and folds the paper. He's voted for himself.

Xavier sits at the head. The mood is somber. Iceman, Jean Grey, Cyclops, Angel and Logan pass a box, putting their folded votes inside. The box returns to Xavier. He begins the counting:

XAVIER
(unfolds one vote)
One ballot for Cyclops.
(unfolds 2nd vote)
One ballot for Logan.

Cyclops is sullen. Xavier takes out a third vote, unfolds it.

XAVIER (CONT)
Another vote for Cyclops.

Xavier unfolds the forth, pauses for the briefest moment.

XAVIER (CONT)
Another for Logan.

Logan looks to Jean. She shows no emotion.

XAVIER (CONT)
So... this will break the tie.
(unfolds vote, pause)
It's for Cyclops. He remains team leader.

Cyclops gets up and walks out, no happier. Iceman gets up to leave and Angel follows along with him.

ICEMAN
Well, wasn't that a cheery affair? I'm so glad I could be here. Thanks everyone.

ANGEL
I hope you had a good reason for putting Scott through that, Professor.

XAVIER
I expect you to abide by this decision, Logan.

Xavier wheels to leave. Jean and Logan are left alone.

LOGAN
Well, you lose some, and you win some.

JEAN GREY
I didn't vote for you.

Logan seems surprised. Jean pushes her chair back and stands.

JEAN GREY (CONT)
This here... this didn't even have anything to do with the fact that I love Scott. But, I do love him. I care about you. But, I love him.

LOGAN
Sounds like you're trying to convince yourself.

JEAN GREY
You're wrong.

Jean leaves. Logan looks around, depressed. He looks at the ballot papers near him on the table. He blows off the table.

INT. X-MANSION GROUNDS -- DAY

Cyclops walks, brooding. Xavier wheels along beside him.

XAVIER
I feel quite safe making the assumption that Logan cast his own ballot with his name on it. But, the second vote for Logan... that surprised me. Especially since it was you who cast it.

CYCLOPS
(stops walking, pause)
It didn't surprise you at all, did it?

XAVIER
The moment Angel locates the Brotherhood, you take the X-Men into battle. You must believe in yourself as much as they do.

CYCLOPS
I'm trying, sir. Sometimes I feel the only reason I'm team leader is because I was your first student.

XAVIER
We all live with doubt, Scott. How do you think I feel about Henry? I tried to reach him psionicly, but I failed. All my wondrous powers and abilities... I still can't help him.

CYCLOPS
But, there wasn't anything you could have done to stop them from taking him either. It wasn't your fault.

XAVIER

Yes. And, so I've tried to convince myself. And I forge on. And so must you.

EXT. SKY ABOVE NEW YORK CITY -- NIGHT

Over the busy brightness of NYC's boroughs, Angels soars. He wears an unwieldy VISOR, like night-vision goggles, attached by cables to the adapted ANTENNAED DEVICE strapped to his chest.

Angel glides onwards, flaps his majestic wings. The antennaed device begins giving off a LOW BEEPING. Angel reacts, adjusts a knob on the visor as he looks down, searching.

ANGEL'S P.O.V., THROUGH VISOR: the city below is a jumble of black and white patterns, except for one section of RED HOT ENERGY.

EXT. JUNK YARD -- NIGHT

A pile of crushed, junk yard cars. MACHINERY is HEARD RUMBLING.

Angel slowly climbs up to peer over, takes off the visor. Before him, an INDUSTRIAL CRANE with a giant ELECTRIC MAGNET is being used to stack and lift other ruined cars in the yard. Angel looks disappointed. He leaps up and flies...

EXT. BROOKLYN NAVY YARD, THE COMPOUND -- NIGHT

Angel gains altitude, heading towards Manhattan, oblivious to the fact he's practically passing over Gyrich's H.Q., the Compound.

INT. THE COMPOUND, TORTURE ROOM -- NIGHT

UNDERWATER: Beast is wrapped in CHAINS with LEAD WEIGHTS connected to them. Chains bind his arms behind him and hold his legs as he holds his breath and struggles desperately against the bonds.

IN THE TORTURE ROOM, a TORTURER turns a giant WHEEL, pulling Beast up from a tank of murky water built into the floor. Beast gasps for breath. Gyrich (medical gloves and mask) and Trask are here.

GYRICH
Once more... where are the X-Men?

BEAST
The way you're treating me... you honestly think we're still on speaking terms?

GYRICH
If you don't want to answer, I could come back after you've had a few hours of this.

BEAST
Look... if I tell you where the X-Men are, it's like I'm doing you a favor. At this particular juncture I just don't feel you've earned it. Now, sit me down in front of a nice dinner, a bottle of wine... then we'll talk. Know what I mean? You scratch my back, I'll scratch yours.

Gyrich sighs in frustration, waves for Trask to step up.

BEAST (CONT)
Actually, could you scratch my back while

you're down there... ouch!

Trask injects a hypodermic into Beast's thigh, drawing blood.

GYRICH
You're very entertaining, monkey man.
Wise cracking and sailing. It's cute.
(to Torturer)
Start keeping him under for three minutes.

Gyrich and Trask walk to leave. Beast suddenly looks fearful.

BEAST
Okay... wait. Hold on...

GYRICH
You have something to say?

BEAST
Yes, um... could I get a glass of water?

Gyrich and Trask exit, disgusted. Beast turns serious, angry.

BEAST (CONT)
Hey ugly... I want you to think about
something. Do you hurt me because you hate
me, or do you hate me because you hurt me?

TORTURER
Shut your mouth, mutie.

Torturer releases the wheel. Beast splashes down again.

INT. THE COMPOUND -- NIGHT

Gyrich and Trask walk a CATWALK high up in the Compound.

TRASK
He's not going to betray his friends.

GYRICH
Let me worry about that. I'll dig up more
guinea pigs. You just get started on that
blood work.

TRASK
You do realize, it doesn't matter how many
X-Men we get... the odds of finding the
malformations in their genetic structures
are still a billion to one.

GYRICH
No, no, no. Don't try haggling with a
mouthful of scientific hoop-de-do. Your
price is set and non-negotiable.

TRASK
I'm only trying to say...

GYRICH
No, no. You get a hundred thousand for
every mutant you create. Make Uncle Sam
an army of mutant super-soldiers, he'll
make you a millionaire. End of story.

INT. X-MANSION, LOGAN'S LIVING QUARTERS -- NIGHT

Logan sits at a desk with his memory box in front of him. He's laying down photos, one by one, studying them.

Suddenly enraged, Logan stands and throws the shoebox.

Pictures fly everywhere.

INT. X-MANSION, XAVIER'S LIVING QUARTERS -- NIGHT

Xavier sleeps. He sits up with a start. He looks across the room. Logan's silhouetted in the doorway.

XAVIER
Logan... what is it?

LOGAN
I need a favor.

EXT. X-MANSION, PSI-LAB -- NIGHT

The Psi Lab is full of wondrous equipment. Logan is seated under an array of lights. Xavier straps Logan's arms and legs down. Jean Grey crosses, sits in a chair facing Logan.

LOGAN
Why does she have to go?

XAVIER
She helps me hold the link.

JEAN GREY
You have to be accepting of this, without reservation. Otherwise, it won't work.

XAVIER
You will see through my eyes. We're going to attempt to go beyond your fractured memories, into arenas of unconscious awareness, where things you might once have only been remotely aware of may still exist. Are you ready?

Logan looks at Jean, then leans forward to whisper to Xavier.

LOGAN
This is going to sound stupid, but there's this place... with lots of flowers. Try to find the flowers, alright?

Xavier nods. He wheels away to Jean's side.

LOGAN (CONT)
Okay. Let's do it.

Logan puts his head back in the chair's headrest and closes his eyes. Jean closes her eyes. Xavier closes his.

FADE TO BLACK

INT. LOGAN'S MIND -- ETHEREAL PLANE

Inside Logan's brain on a microscopic level, it's like an alien

world; a galaxy of neurons and multi-branched dendrites. Thousands of electrical signals travel from cell bodies and shoot across axons, giving off flashes. Lightning storms.

CLOSE on a synaptic gap, Jean and Xavier walk across the bizarre surface of a dendrite (receiver), looking out into Logan's mind. It's like they're standing on a giant, organic pedestal with another pedestal just like it looming above. (In these sequences, neither Jean nor Xavier moves their lips to "speak." Xavier can walk. "LOGAN'S VOICE" is all V.O.)

XAVIER
Can you hear me, Logan?

LOGAN'S VOICE (V.O.)
You're coming in loud and clear, but I can't see anything.

XAVIER
You shouldn't yet. We're at the edge of a synaptic gap. We'll have to catch a ride on a neuro-transmitter to leap the breech between your physical mind and your conscious self.

LOGAN'S VOICE (V.O.)
Be gentle. It's my first time.

JEAN GREY
Here we go...

Xavier joins Jean in looking up at the surface of the axon (sender) above them. The axon's grows bright with energy, and a BRILLIANT ELECTRICAL CHARGE fires down to the dendrite surface where Xavier and Jean stand. ENERGY ENGULFS them. BLINDING...

INT. LOGAN'S MIND -- WEAPON X LAB

Xavier and Jean are in a science lab with a GLASS VAT at center. VOICES are OVERLAPPING from COMPUTERS and TECHNICIANS in the room.

JEAN GREY
Professor... it's Logan...

Jean and Xavier walk closer to the vat. Logan is vertical inside, bound, attached to breathing devices, tubes and needles.

Jean and Xavier are not seen by the technicians working here.

OVERLAPPING VOICES (V.O.)
Feed... *Steady*... **Cardiotach, Miss Hines?** Rising rapidly, sir. *Maintain*...

XAVIER
Do you recognize this place, Logan?

LOGAN'S VOICE (V.O.)
I've seen it before, but never like this.

Inside the vat, Logan's body writhes in semi-conscious agony. A TECHNICIAN moving to check readings PASSES RIGHT THROUGH JEAN. Jean goes to look over a WOMAN'S shoulder, studying a computer.

JEAN GREY
This is how it happened. They're bonding

the adamantium to his bones.

LOGAN'S VOICE (V.O.)
Yeah, but who are they?

XAVIER
(looking around)
What about the workers? Do any of them look familiar?

LOGAN'S VOICE (V.O.)
No... no. Wait... what about that doctor, over by the tank?

A MAN in a white lab coat can be seen through the vat. Xavier walks around to take a look. The man, red-haired and bearded, watches the test and takes notes on pad.

XAVIER
Do you know him?

LOGAN'S VOICE (V.O.)
Nah. I'm not getting nothing.

Abruptly, the lab fades. EVERYTHING GOES TO BRIGHT, PURE WHITE.

INT. LOGAN'S MIND -- INDUSTRIAL CORRIDORS

Jean and Xavier are in an industrial corridor. An ALARM is HEARD.

LOGAN'S VOICE (V.O.)
What happened?

XAVIER
We've moved on. The last memory was too weak to sustain our intrusion.

Down the hall, many high-tech MILITARY MEN round a corner. URGENT VOICES are HEARD from staticy RADIOS. The military men look this way, pointing. Xavier turns to face the other end of the hall...

Logan is there, long haired, naked except for all kinds of control boxes, receivers and cables attached to metal inputs and pads attached to his arms, face and legs. His claws are sticking out from his bandaged hands. WEAPON X. Jean finds this horrible.

VOICE FROM RADIO (V.O.)
Security at Zone Two... Weapon X has escaped... repeat, emergency...

LOGAN'S VOICE (V.O.)
That's me, isn't it?

XAVIER
I'm afraid so. And, it appears your keepers have lost control of you.

The military let loose. Rapid fire. Hundreds of bullets. Jean and Xavier are in the middle, BULLETS PASSING HARMLESSLY THROUGH THEM. The Clockwork Wolverine charges forward, heading towards the military men, PASSING THROUGH JEAN and XAVIER.

Jean and Xavier turn to watch Logan run into storm of gunfire, leaping at the military men and swinging his claws. Jean looks away from the O.S. CARNAGE. Xavier watches, unflinching.

LOGAN'S VOICE (V.O.)
Let's keep moving. You hear me, Charlie? Move on!

XAVIER
You don't like seeing this side of yourself, do you?

LOGAN'S VOICE (V.O.)
Just, get us out of here.

Xavier reaches to touch Jean. They both PASS INTO THE FLOOR, and the point where they disappear GIVES OFF RIPPLES, like water.

FADE TO BLACK

LOGAN'S VOICE (V.O.)
Where are we? What is this?

FAINTLY, BIRDS are HEARD SINGING. WIND is HEARD BLOWING. Then, an image FADES INTO VIEW: The P.O.V. of the FIELD OF FLOWERS, like in Logan's early dream. Bright sky and distant mountains.

LOGAN'S VOICE (V.O.,CONT)
That's it! That's the place I see in my dreams. Can you see it too?

XAVIER (O.S.)
Yes.

LOGAN'S VOICE (V.O.)
Well, where is it? Is there anyone with me there? Can you show me?

PULL BACK, to REVEAL Xavier. It's strange. Xavier's not standing in the field so much as in front of it. KEEP PULLING BACK. SOUNDS of BIRDS and WIND DISAPPEAR. As Xavier turns, REVEAL:

Xavier stands in a huge BRAINWASH ROOM with Jean. Logan is before them, tied into a chair, his eyes help open with tape, looking crazed. We'll call him ID-LOGAN. The FIELD OF FLOWERS is only a MOVIE, PROJECTED onto a FIFTEEN STORY HIGH MOVIE SCREEN in front of Id-Logan. From surrounding darkness, a SYNTHETIC VOICE:

MONOTONOUS VOICE (V.O.)
(over and over, non-stop)
... are not an animal. You are a man. You are not an animal. You are a man...

LOGAN'S VOICE (V.O.)
No... this has got to be wrong. The flowers were real... I know they were.

Jean walks up to look at Id-Logan. Xavier turns to the huge movie screen. The movie CHANGES, from the field of flowers, to HOME MOVIE-ISH IMAGES of an OLD WOMAN TAKING PIES FROM AN OVEN.

XAVIER
I'm sorry, Logan.

LOGAN'S VOICE (V.O.)
Damn it! That's supposed to be my memories? A bunch of friggin' home movies?

XAVIER
Calm down.

Jean puts her hand over her mouth, made miserable by the wide-eyed Id-Logan seated before her. Tubes force chemicals into his body. From the darkness behind Logan, several SCIENTISTS come.

JEAN GREY
Professor...

Xavier looks from the screen, comes to join Jean. Scientists gather to observe Id-Logan. They talk quietly and take notes. Amongst the scientists -- Hudson, Logan's boss from Department H.

XAVIER
Do you know these men, Logan? Logan... can you hear me?

IN THE X-MANSION'S PSI LAB, Logan, still bound, quivers, teeth bared, sweating. His hands are fists. His CLAWS THRUST out.

BACK INSIDE LOGAN'S MIND, IN THE BRAINWASH ROOM, the SCIENTISTS behind Logan degrade and DISAPPEAR. Id-Logan begins to writhe, struggling and howling. Xavier pulls Jean back.

JEAN GREY
What's happening to him?

Id-Logan begins a rapid and horrible TRANSFORMATION. His eyes go red. His hair lengthens and hardens, jagged and spiny.

XAVIER
They must have planted a trigger, to stop him from exploring these memories.

Spikes of flesh and bone shoot out from all over Id-Logan's body. The monstrous Id-Logan pulls free, stands. Jean and Xavier keep backing up, towards the SCREEN which shows more IMAGES of BLISS.

XAVIER (CONT)
Get out, Jean. Go! Your powers won't work here. Not as well as mine.

Jean hesitates, then fades to nothingness. Id-Logan charges.

Xavier holds out his hands, PSIONICLY GENERATES a BLAST of FLAME from his head -- slams Id-Logan back. Id-Logan's burning.

IN THE X-MANSION PSI LAB, Jean jerks forward and opens her eyes. Logan keeps jerking, his hands struggling in the weakening straps.

JEAN GREY
Logan, listen. You have to help him. If Professor Xavier's consciousness dies in there, he's dead for real.

INSIDE LOGAN'S MIND, Id-Logan gets to his feet, advancing again. Xavier closes his eyes. He is able to encase his body in BIZARRE ARMOR, covered in sharp edges. The arms of Xavier's armor have metal skewers sticking out from both hands.

Xavier battles Id-Logan, blocking Id-Logan's clawed attack with the skewers, trying to stab, against the backdrop of the happy mind-wash film. Id-Logan grabs armored-Xavier and throws...

Xavier lands with a clatter. The ARMOR FADES, gone. Xavier is stunned and vulnerable as Id-Logan closes in.

IN THE X-MANSION PSI LAB, Jean shakes Logan, desperate.

JEAN GREY
I know you can hear me. Help him!
(SLAPS Logan)
Fight!

The CLAWS on Logan's right hand RETRACT.

Jean swings to slap again, but Logan, still in an eyes-closed trance, pulls his right hand free and catches her wrist.

INSIDE LOGAN'S MIND, Xavier crawls. Id-Logan's almost on top of him when a RIPPING is HEARD. Id-Logan looks up. Above Id-Logan, claws tear a portion of the movie screen to ribbons from behind. Logan leaps through and lands, claws out.

LOGAN
Clear out. This is between me and me.

The Id-Logan turns to face his new foe, roaring.

XAVIER
You have to kill it. If you fail...

LOGAN
You don't have to tell me. I already know what's at stake.

The MONOTONOUS VOICE continues as Logan and Id-Logan begin their battle. XAVIER DISSIPATES.

INT. X-MANSION, SUB-BASEMENT HALLWAY (TIME CUT) -- NIGHT

Xavier, Jean, Iceman and Cyclops wait outside the closed Psi-Lab door, some standing, some sitting. It's quiet.

ICEMAN
It's been three hours now. Shouldn't we at least check on him?

XAVIER
There's no telling what state he'll be in when he comes out... if he comes out.

A CRASH is HEARD from the Psi Lab, like a file cabinet falling over. The X-Men group themselves on either side of the door. After a moment, the Psi Lab door opens, revealing Logan, weary. The Psi Lab is a shambles.

XAVIER
Logan?

LOGAN
Yeah, it's me. I still got what few marbles I started with.

XAVIER
We have to get you to the Med Lab.

LOGAN
Med-Lab, Schmed-Lab. I'm fine.

Logan walks past the X-Men, in a daze. The X-Men, nonplused, watch him walk down the hall.

ICEMAN
Are you sure you're alright?

LOGAN
Man... I need a vacation.

Logan falls to his knees, then falls face forward, unconscious.

INT. X-MANSION, LOGAN'S LIVING QUARTERS -- DAY

Logan is on his bed with his memory box on his chest. He studies a handful of photos. Xavier is across the room.

LOGAN
Is this the stuff they wiped away when they botched their brainwashing job? Or, did the head-shrinkers at Department H give them to me, to keep their Frankenstein monster docile?

XAVIER
It seems probable their forced memories couldn't take root because your mind tried to heal itself, the same way your body heals. Your mind might still be healing, little by little, day by day.

LOGAN
Or maybe not.
(pause, looks to Xavier)
Can you go back in?

XAVIER
It's too dangerous.

LOGAN
So, except for finding out my old Secret Service boss helped put the screws to me, I'm right back where I started.

Xavier doesn't know what to say.

EXT. X-MANSION, LIVING QUARTERS HALLWAY DAY

Just outside Logan's door, Jean's been listening. She exits.

INT. X-MANSION, PARLOR -- DAY

Jean walks to a mirror. Touching the mirror's surface near the bottom corner, she causes the glass the slide open, revealing a HIDDEN CAMERA. She punches a few button's on the camera's housing. The camera ejects a CD-ROM DISC. Jean takes it.

INT. X-MANSION SUB-BASEMENT, WAR ROOM -- DAY

At the security station, Jean loads the CD disc into a computer. On one SCREEN: IMAGES of the EMPTY PARLOR, from the mirror-hidden camera P.O.V., with "SECURITY CAMERA 7" super-imposed.

Jean types on a keyboard. ON SCREEN: "8/04 12:34pm." The screen

goes staticy, then FAST FORWARDING IMAGES fly by, as a night in the parlor time lapses into day. The X-Men are shown arriving with Xavier. Beast, Iceman, Cyclops, Jean, Angel and Logan. Now, the RECORDING goes to normal speed with SOUND:

XAVIER
(from video playback)
... to see a marked improvement in this team upon my return. Will I see such an improvement, Scott? Can I depend on that?

CYCLOPS
(from video playback)
Where there's room for improvement, yes.

The IMAGES FREEZE. Jean uses a jog shuttle to move a few frames forward. She uses a MOUSE ICON ON SCREEN to create a FRAMING BOX around the X-Men, fiddles with the composition till she's satisfied. She types. ON SCREEN, the words: "PRINT HARD COPY."

INT. X-MANSION, LOGAN'S LIVING QUARTERS -- NIGHT

Logan enters. He shuts the door, then stops, noticing something. His memory box sits in the middle of his bed. Logan walks over and opens the memory box. Inside, on top of all the other snap-shots, there's a b+w PHOTO of LOGAN and the other X-MEN.

It's the photo Jean culled. Logan picks it up, studies it.

INT. THE COMPOUND -- NIGHT

The Torture Room door opens onto the catwalk. Torturer, toting an UZI, follows FOUR ARMED TROOPERS carrying Beast's unconscious form. They do not notice as Beast opens one eye and looks around.

The guards take Beast to a stairwell, carrying him down. Suddenly Beast springs to action, grips the two Troopers carrying him by his arms, KNOCKS their heads together, and at the same time KICKS.

The Troopers at his feet tumble down stairs.

Beast, still gripping one Trooper, turns as Torturer raises his gun. Beast shoves the Trooper back, knocking Torturer over as his machine gun BLASTS into the air.

Beast leaps up to the catwalk rail and runs, keeping his balance, like a tightrope walker in a big hurry.

On the stairs behind, Troopers recover and shoulder their rifles.

Beast continues running. Below, several Troopers spot him and raise their machine guns, FIRING. Bullets RICOCHET. Beast leaps off the rail, into the air, catches a chain hanging from a pulley system above the Compound's work area far below.

DOWN AT GROUND LEVEL, Gyrich comes from a room, dressed in his pajamas, an automatic pistol in each hand. He sees guards firing their guns into the air, looks to see Beast climbing the chain.

GYRICH
Son of a...

Gyrich SHOOTS up at Beast, firing both guns at once. Above, Beast

lets go of the chain and grips the roof's metal-girder frame work, swings hand over hand from beam to beam, really moving. Below, Gyrich runs to follow, still double blasting.

Beast takes one last mighty swing and releases, flying towards a section of translucent windows...

EXT. THE COMPOUND, BROOKLYN NAVY YARD -- NIGHT

With a CRASH, Beast BASHES out through the windows...

Beast lands on the ground far below, on his feet, crouching. Unfortunitely, a JEEP'S headlights are CLOSING IN on him fast...

Beast leaps and pushes off of the Jeep's hood with both feet, flipping. The Jeep (top down) moves below. Beast lands in back, turns to face the STARTLED TROOPER at the wheel.

BEAST
What? You're not glad to see me?

Beast throws Startled Trooper out and takes the wheel.

Behind, Gyrich and guards pour from the Compound, running after the Jeep and firing. Bullets slam the rear of the Jeep.

Beast accelerates, looking to the chain link fence ahead. Beast's Jeep SLAMS into the fence, BURSTING through...

The Jeep soars high above-the East River's steep bank. Beast leaps clear, diving into the water. The Jeep SPLASHES down.

P.O.V.: THROUGH ANGEL'S MAGNETIC DETECTION VISOR -- MANHATTAN

Again, the city below is a black and white mosaic, except for a spot of seething, RED ENERGY. The image blurs, then sharpens.

IN THE SKY OVER MANHATTAN, Angel flaps his wings, looking through the visor, treading air. He leans forward, spiraling downwards.

EXT. HARLEM STREET -- NIGHT

On this bleak street, Toad walks towards a boarded-over warehouse, carrying two bags of groceries. At the front of the warehouse, Toad looks around, then pushes through the front door. Above, Angel peers down from the roof, then withdraws.

ON THE WAREHOUSE ROOFTOP, Angel kneels down and takes off the visor and antennaed device. He sets the device down, flicks a switch. A TRACKING DEVICE BLINKS and BEEPS quietly.

INT. X-MANSION SUB-BASEMENT, WAR ROOM -- NIGHT

A RED LIGHT LIGHTS UP and a BUZZER SOUNDS at the security station. Xavier wheels over to punch some buttons. In front of him, a MAP appears on screen of MANHATTAN. A BLUE DOT shines in Harlem.

Xavier turns quickly, pushes down an X-shaped button. ALARM.

EXT. HARLEM WAREHOUSE ROOFTOP -- NIGHT

Angel moves across the roof to the back of the building, looks over. He can see light from a window below, can't see in. He looks back across the roof to the tracking device, thinking.

Deciding, Angel crosses the roof, enters through the roof doorway.

EXT. X-MANSION GROUNDS -- NIGHT

We're high up, looking down at the X-grounds. Far behind the Mansion, beyond the forests, a rocky patch of land rumbles...

A huge, rock-camouflaged HATCH opens up in the earth. The X-CHOPPER, a giant, retro-fitted military helicopter with an "X" painted across its nose, rises up and heads out.

INT. HARLEM WAREHOUSE, STAIRWELL -- NIGHT

Angel comes quietly down a pitch dark stairwell. The only light comes from between double, metal doors on the landing below. Angel creeps to the doors and peers through the crack.

ANGEL'S P.O.V.: The warehouse- has been tastefully decorated. The Brotherhood's across the room at a big meeting table. Magneto, Juggernaut and Sabretooth scheme over maps and construction plans.

We CAN'T HEAR what they're SAYING.

Blob is also at the table, but he's occupied with the groceries Toad's brought, digging through the bags and stuffing his face. At Magneto's end of the table, Sabretooth looks this direction. He starts walking this way, towards the double doors.

MAGNETO
Where are you off to, Sabretooth?

IN THE STAIRWELL, Angel backs away, moves quickly up the stairs. Sabretooth throws open the doors. Angel freezes on the dark stairs above, hidden, fearful. Sabretooth sniffs.

SABRETOOTH
Fie-fi-foe-fan... I smell the blood of an X-Man.

EXT. MANHATTAN SKY -- NIGHT

The X-Chopper moves over the city, rotors raging.

INSIDE THE X-CHOPPER, Xavier's piloting.

EXT. HARLEM STREET -- NIGHT

ABOVE THE HARLEM WAREHOUSE, the X-Chopper comes low, huge SPOTLIGHTS shining down. The side door of the chopper slides open. Cyclops, Iceman, Logan and Jean leap down to the roof.

CYCLOPS
Where's Angel?!

INT. HARLEM WAREHOUSE, BROTHERHOOD HIDEOUT -- NIGHT

Logan's CLAWS SLASH locks. The doors are pushed open. Cyclops, Iceman, Jean and Logan are attack-ready. No Brotherhood. No maps. The meeting table and other pieces of furniture have been overturned. A fire burns in a fireplace. The X-Men spread out.

LOGAN
I'm checking downstairs.

Logan exits. Iceman moves to the fireplace, blows cold air from his mouth, till the fire goes out. He reaches to pick up a few edges of paper which have not burned yet.

ICEMAN
They're burning some sort of maps... something about the subway systems.

Jean stops, sees a band sticking out from under the meeting table.

JEAN GREY
Scott... here!

Scott hurries to her side, pushes aside broken chairs, helps her flip the heavy table. They stare down in horror.

CYCLOPS
... oh, Lord... Warren...

Angel lies face down on the floor, unconscious. HIS WINGS HAVE BEEN BROKEN, bent at extreme angles, dirty. Crippled.

INT. X-MANSION UNDERGROUND HELIPORT -- NIGHT

The cavernous heliport's lights come to life, illuminating darkness as the huge hatch above begins to open. The X-Chopper arrives, enters slowly into the heliport, landing.

INSIDE THE X-CHOPPER, Cyclops yanks the door up, revealing Beast.

CYCLOPS
Hank?

BEAST
In the furry flesh. What's happened?

CYCLOPS
Warren's hurt. The Brotherhood got him.

Cyclops, Jean, Iceman and Logan unload Angel's stretcher.

BEAST
How bad is he?

CYCLOPS
We don't know yet. We have to get him to the infirmary.

Jean grabs Beast around the neck and hugs him.

JEAN GREY
Thank God you're okay.

ICEMAN
Welcome home, buddy.

Jean kisses his cheek, then releases him and joins the others in wheeling Angel away. Logan slaps Beast on the back.

BEAST
I'll be right behind you.
(enters the HELICOPTER)
Charles?

Xavier is still at the controls. Beast is concerned.

XAVIER
(anger, near tears)
Why would he go in without us? Did he think he had something to prove?

BEAST
Would you like a moment alone?

Xavier sucks in his sorrow, refuses to let tears come. Beast puts his hand on his shoulder. Xavier reaches to clutch Beast's hand.

XAVIER
I can't tell you how relieved I am to have you back. I was worried.

BEAST
I'm fine.

Xavier unclasps his wheelchair from its cockpit fittings.

XAVIER
They need us in the med-lab.

EXT. BROOKLYN NAVY YARD, THE COMPOUND -- NIGHT

The two government tractor trailer's speed out from the Navy Yard. They rumble down Brooklyn streets, moving quickly.

EXT. MANHATTAN STREETS, EAST SIDE -- NIGHT

A yellow CAB comes to a halt in a deserted, grim area.

CAB DRIVER
Are you sure this is where you want?

Magneto gets out from the back, throws money in on the front seat. The cab leaves. Magneto walks, carrying a suitcase. He's below vast spans of the Queensboro Bridge. He opens the suitcase on an overturned trashcan. The case contains his BODY ARMOR and HELMET.

EXT. MANHATTAN ROOFTOPS -- NIGHT

Toad (body armor) is running, fast, leaping from roof to roof. He bounds up to great heights, then down great distances.

He comes to the edge of one roof and stands there crouched, looking down. Below, there's a bright red FIRE STATION.

INT. CENTRAL PARK -- NIGHT

On 57th Street, at the southern edge of Central Park, Juggernaut rises to peer over a stone wall. A horse and carriage passes. Juggernaut walks, crushing the wall as he comes onto the sidewalk.

He RIPS up the sidewalk grate, leaps into the underground.

EXT. FIFTH AVENUE, TRUMP TOWER -- NIGHT

Little traffic on Fifth Avenue at this hour. Sabretooth, in a large overcoat, comes down the sidewalk. He looks up to the golden splendor of Trump Tower.

He looks around, throws off his coat (body armor). He runs and

leaps, digging his claws into the glass... climbing Trump Tower.

INT. TIMES SQUARE UNDERGROUND SUBWAY -- NIGHT

Blob walks along, carries a pizza box and eats slices. He seems nervous, passing a cop. The COP watches, amazed by his girth.

COP
No food on the trains, tubby.

FURTHER ON, DOWN STAIRS, near the change booth, Blob comes to face a dilemma. Ahead are the TURNSTILES. How's he going fit?

Inside the change booth, the ATTENDANT'S counting money. The SOUND of CRUNCHING METAL is HEARD. Attendant looks up, just in time to see Blob waddling on past the bent, BROKEN TURNSTILES.

ATTENDANT
Hey... hey!

DOWN OTHER STAIRS, ON THE SUBWAY PLATFORM, Attendant rushes to follow, but Blob's gone. Attendant looks to an APATHETIC MAN.

ATTENDANT
You see a fat guy go through here?
(Apathetic Man nods)
Where'd he go?

Apathetic Nan points off the platform, to the subway tunnel.

INSIDE THE SUBWAY TUNNEL, Blob walks the junk-strewn, wet, grimy tracks, still eating pizza and humming a little tune.
He strolls along facing RED SIGNALS, with GREEN SIGNALS behind.

INT. X-MANSION, MEDICAL LABORATORY -- NIGHT

Inside white curtains, Angel is strapped into a complicated bed/stretcher, face down, tubed up. His wings are supported by slings, wrapped in gauze. Jean stands holding his hand while Xavier checks life-support equipment.

Across the lab, Cyclops works other equipment. Lensed SCANNING DEVICES move back and forth over Beast, who lays on an examination table. Iceman and Logan watch with Cyclops, studying the VIDEO SCREENS which show images of Beast's SKELETAL SYSTEM and innards.

ICEMAN
Are you kidding? You stole a car?

BEAST
Well, I couldn't get a cab, and people tend to stare when I take the bus.

CYCLOPS
Turn over on your stomach, Henry.

LOGAN
I say we head on down to Brooklyn and give the government boys some payback.

CYCLOPS
No time for that. As soon as we're done here, we're air-mobile. The Brotherhood's got to figure if we found them once, we might find them again.

Xavier exits the curtained area, crosses to the exam table.

ICEMAN
How's Warren?

XAVIER
He'll make it. But... it's doubtful his wings will be able to heal.

Collective misery. Scanners continue moving over Beast. The monitoring station gives off a BEEP. Cyclops gets back to it.

BEAST
What was that?

CYCLOPS
I'm not sure. Hold still.

On the monitor: a DARK SPOT on the X-ray image of Beast's shoulder. A loud, BUZZING ALARM is HEARD O.S....

Logan looks. Across the room, a RED LIGHT above the door FLASHES.

LOGAN
Now what?

XAVIER
(looking, worried)
I set the War Room systems to monitor Manhattan's emergency broadcast system.

EXT. TRUMP TOWER ROOFTOP -- NIGHT

Sabretooth climbs onto the roof. Ahead, TWO beautiful HELICOPTERS are parked on the heliport.

SABRETOOTH
Decisions... decisions.

Sabretooth goes to one, works his claws into the seam of the door, rips the door off and throws it aside.

EXT. FIRE STATION -- NIGHT

A SIREN is HEARD. Through the windows of the station's garage door, FLASHING LIGHTS start SPINNING just before the garage door is MANGLED as a long, hook and ladder FIRETRUCK crashes out. Angry firemen chase after the firetruck as it speeds away.

INSIDE THE FIRETRUCK, Toad drives, looking back, laughing.

ON ANOTHER STREET, Toad's hook-and-ladder firetruck takes a corner at full speed. Above, Sabretooth's Trump-chopper moves into the canyon formed by the buildings, following.

EXT. UPSTATE NEW YORK ROADWAY -- NIGHT

The two tractor trailers from the Compound rumble onwards.

INT. X-MANSION, WAR ROOM -- NIGHT

Iceman's flipping switches, tuning a complicated SCANNER. All he's getting is STATIC. Then: GARBLED, URGENT VOICES...

MAN'S VOICE (V.O.)
... all emergency vehicles... immediately to 59th Street and Fifth Avenue. This is a eleven-eighty emergency. Repeating...

ANOTHER OVERLAPPING VOICE (V.O.)
... the hell's going on out there?

FEMALE VOICE (V.O.)
You're not going to believe this. Dispatch says the Queensboro Bridge just fell into the East River.

INT. X-MANSION, MED-LAB -- NIGHT

On a MONITOR SCREEN: the black spot inside Beast undergoes "MAGNIFICATION." It's a small, ELECTRONIC DEVICE. Xavier's at Beast's shoulder, separating the fur. He finds STITCHES.

XAVIER
There's an incision here, Henry. When did they do this?

BEAST
I don't know. Not while I was awake. Let me see it, Scott.

Cyclops swings one monitor around for Beast to look at.

BEAST
Oh, hell... they set me up.

CYCLOPS
What... ?

BEAST
That's a tracking device. They wanted me to escape.

A loud ALARM is HEARD. Everyone looks to the ceiling.

EXT. X-MANSION GROUNDS -- NIGHT

The government tractor trailers SLAM through the main gates.

INT. COMMAND CENTER TRAILER -- NIGHT

TWELVE of Gyrich's TROOPERS are seated along the sides of the trailer near the back. Forward, Gyrich stands with Trask in front of a command post of controls and video monitors.

GYRICH
Release the Sentinels!

EXT. X-MANSION GROUNDS -- NIGHT

The other tractor trailer takes the lead, speeding along. Its roof splits open... THREE SENTINEL ROBOTS fly out.

The Sentinels, one RED, one GREEN and one BLUE, are eight foot tall monstrosities, eyes glowing, stiff and angry looking robots, rising up via jet propulsion systems built into their feet.

INT. X-MANSION, MAIN FOYER -- NIGHT

ALARM. Cyclops, Beast, Jean, Logan and Iceman charge into the foyer, heading towards the front door...

The front door is SMASHED inwards. Red Sentinel enters. The X-Men come to an abrupt, awe-stricken halt.

RED SENTINEL
Mutants.

A PANEL opens on Red Sentinel's chest. PLOOT - PLOOT -- two SILVER BALLS land on the floor and roll towards the X-Men.

CYCLOPS
Take cover!

X-Men scatter towards the wings of the mansion...

Cyclops and Logan head left. Beast, Iceman and Jean head right.

BOOM -- the silver balls EXPLODE HUGELY, rocking the house, throwing Logan and Cyclops into the library...

In the other wing, the fireball blast and debris follow and SLAM Beast, Jean and Iceman as they moves into the parlor.

IN THE FOYER, Red Sentinel goes left. Blue Sentinel and Green Sentinel enter. Blue Sentinel heads into the house.

BLUE SENTINEL
Divide and conquer.

IN THE PARLOR, Beast grabs Jean to help her up. Green Sentinel enters. Green Sentinel opens his mouth -- SPEWS a CLOUD of THICK GAS. His HEAD SPINS AROUND, vomiting gas... Iceman, Beast and Jean are immediately enshrouded.

IN THE LIBRARY, Red Sentinel enters, sees Logan on the ground, grips a tall bookcase and shoves it over on top of Logan. Cyclops is down. He turns and looks up as Red Sentinel closes in.

ELSEWHERE IN THE MANSION, Blue Sentinel comes to the ELEVATOR for the sub-basements, grips the doors and begins forcing them open.

EXT. MANHATTAN STREETS -- NIGHT

Toad's firetruck rounds another corner, taking it short. The truck clips a fire plug, which gushes. The few cars on the street have no chance against the firetruck as it RAMS its way past. Sabretooth's helicopter still follows above.

INSIDE THE FIRETRUCK, the steering wheel's been torn off and a screwdriver is jammed in the column. Toad pushes a fire axe down on the accelerator and wedges it against the driver's seat.

OUTSIDE THE FIRETRUCK, Toad smashes the rear window and climbs out. He moves quickly back to the ladder controls. He turns the elevating cylinder, begins raising and extending the truck's telescoping ladder as the vehicle races onwards.

UP, IN THE HELICOPTER COCKPIT, Sabretooth watches, pushing the stick to take the chopper lower.

ON THE FIRETRUCK'S BACK, Toad runs to the extending ladder and starts climbing. He looks the direction the truck's heading.

Ahead, cars are pulling over to make way. The firetruck heads fast towards the wide mouth of the HOLLAND TUNNEL.

Toad reaches the top of the ladder, and leaps...

He manages to grip the skid of Sabretooth's helicopter.

BELOW, the ladder is severed as the firetruck rushes into the tunnel, crashing into cars in its lane...

INSIDE THE TUNNEL, the firetruck slams the wall, then rebounds across the median and into oncoming traffic.

OUTSIDE THE TUNNEL, an EXPLOSION throws outs a FIREBALL.

INT. X-MANSION -- NIGHT

IN THE MANSION'S PARLOR, Green Sentinel's built in vents SUCK the remaining gas in the room, revealing Jean and Beast unconscious.

GREEN SENTINEL
Two mutants down.

Green Sentinel turns, sees a large, ICE EGG nearby.

GREEN SENTINEL (CONT)
Third mutant pending...

Green Sentinel holds up his hands. SHORT SPIKES POP up from his palms. He begins pounding on the ice egg, trying to crack it.

EXT. X-MANSION -- NIGHT

Red Sentinel CRASHES through the mansion roof, his arms wrapped around Cyclops from behind, carrying Cyclops upwards.

FOLLOWING with Red Sentinel: Cyclops struggles, can't break the Sentinel's grip. He looks down... struggles to lean forward...

Cyclops lets out a BLAST from his visor, manages to hit Red Sentinel's right rocket-foot, DESTROYING it...

Red Sentinel begins flying irregularly... spinning...

RED SENTINEL
Propulsion systems damaged.

Red Sentinel's heading for the forest, out of control. He hits treetops, dropping Cyclops...

Cyclops falls through tree limbs and lands on the forest floor.

INT. X-MANSION, LIBRARY -- NIGHT

Logan's hand pushes out from under the toppled bookshelf, looking to get a grip. He strains to push the bookshelf off.

INT. X-MANSION, SUB-BASEMENT HALLWAY/MED-LAB -- NIGHT

Blue Sentinel pounds his way out of the elevator, looks around.

IN THE MED-LAB, Blue Sentinel peers in, sees the curtained area.

BLUE SENTINEL'S P.O.V.: read outs and HEAT SENSORS SEE THROUGH the hospital curtains and interpret Angel's motionless form.

BLUE SENTINEL
Mutant.

IN THE DOORWAY, Blue Sentinel takes a step forward. A SHRILL WHISTLE is HEARD. Blue Sentinel halts, looks down the long hallway. Xavier is there. He waves at Blue Sentinal.

XAVIER
Here I am! Come get me.

Blue Sentinel moves to follow as Xavier wheels away.

INT. TIMES SQUARE SUBWAY TUNNEL -- NIGHT

Blob stands in darkness, waiting. A TRAIN is GETTING CLOSE.

A HEADLIGHT brightens the tunnel. A SUBWAY TRAIN rounds a bend, WHEELS SQUEAKING, heading right at Blob. Blob closes his eyes, holds his arms up, like waiting to embrace. The train's HORN blares. BRAKES SCREAM. Blue sparks fly...

The train hits Blob full speed, but Blob is IMMOVABLE. The train's lead car crumples, like a metallic accordion...

Cars jack-knife onto each other, crushed against support pillars.

INT. UNDERGROUND SUBWAY SWITCHING STATION -- NIGHT

A utility door is kicked over. Juggernaut enters this dank, switching station. No trains. He takes a giant breath of air, holds it and heads across the tracks, towards the opposite wall.

Juggernaut hits the wall and just plain keeps going. The wall CRUMBLES as Juggernaut MOVES ON, into the earth, unstoppable...

EXT. UNDERWATER, BOTTOM OF THE EAST RIVER -- NIGHT

The polluted river bottom is covered in muck and garbage. Juggernaut's fist punches through the loam.

INT. UNDERGROUND SUBWAY SWITCHING STATION -- NIGHT

The hole Juggernaut made is quiet. Then, a ROARING SOUND. Water begins POURING through, its intensity increasing. Water RAGES in at an incredible rate, flooding the station.

EXT. UNDERWATER, BOTTOM OF EAST RIVER -- NIGHT

Water, water everywhere. Juggernaut trudges along the murky river bottom, past a rusty car and a few skeletons with feet in cement.

EXT. X-MANSION GROUNDS -- NIGHT

The tractor trailers are parked in front of the mansion.

GYRICH'S VOICE (O.S.)
These X-Men are wimps!

INT. COMMAND CENTER TRAILER -- NIGHT

Gyrich and Trask are grinning into the vid-monitor glow. Gyrich points at a MONITOR where GREEN SENTINEL'S VIDEO-P.O.V. is shown as Green Sentinel's hands pound the ice egg.

GYRICH (CONT)
There. Him. Make him hit harder.

TRASK
Mister Gyrich, I told you, we only observe. That's the beauty of it... the Sentinels think for themselves.

INT. X-MANSION, PARLOR -- NIGHT

Green Sentinel continues pounding on the ice egg with both fists. He manages to put a big CRACK in it. He picks it up and throws. The ice egg hits the wall, smashing antiques.

The ice egg EXPLODES and Iceman stands straight...

He shoots ICE BALLS into Green Sentinel's chest, but, Green Sentinel leans forward and JETTISONS his HEAD like a missile...

Green Sentinel's head SLAMS Iceman, shoves him against the wall.

EXT. X-MANSION GROUNDS, FOREST -- NIGHT

Cyclops is hurt, running through the forest fast as he can.

Behind, Red Sentinel follows, slowed by its shattered foot.

INT. X-MANSION, DANGER ROOM -- NIGHT

Xavier wheels quickly across the Danger Room. He reaches one wall, trips a switch on a hidden panel, reveals a KEYPAD. At the D.R. doors, Blue Sentinel comes to look in. Blue Sentinel does not enter yet, seems unsure, like he's checking the terrain.

XAVIER
Come on... what are you afraid of?

Blue Sentinel decides, starts charging towards Xavier.

Xavier quickly punches buttons on the keypad.

Blue Sentinel is coming. Xavier pushes keys. Blue Sentinel is...

KA-BOOM -- a BATTERING RAM CRUSHES Blue Sentinel from above. Blue Sentinel's fuel tanks EXPLODE. Xavier shields his eyes.

The ram rises. Blue Sentinel is a pancake.

INT. X-MANSION, PARLOR -- NIGHT

Green Sentinel's headless body picks Iceman up, lifts him upside down. Green Sentinel's head watches from where it lays.

GREEN SENTINEL'S HEAD
Destroy the mutant!

Green Sentinel's headless body is about to ran Iceman head-first onto the floor, but -- CRUNCH -- a thick ICE SPEAR suddenly SHOOTS from Iceman's chest, SKEWERING Green Sentinel...

Green Sentinel drops Iceman and stumbles back, breaking the spear.

GREEN SENTINEL'S HEAD (CONT)
Internal breech.

Ice watches as sparks fly from Green Sentinel. Green Sentinel's body folds to the floor. He's out of order.

GREEN SENTINEL'S HEAD (CONT)
Malfunction. Malfunction. Malfunction...

Iceman grabs Green Sentinel's head, PUNTS it through a window.

INT. COMMAND CENTER TRAILER -- NIGHT

Trask is looking unhappily at two STATIC FILLED MONITORS.

TRASK
Oops.

GYRICH
Oops? Oops?!

Gyrich shoves Trask, then turns to the Troopers, trying to calm.

GYRICH (CONT)
Alright, gentlemen... duty calls. Looks like we're going to have to clean up this spilled milk all by ourselves.

The Troopers stand in unison, guns up Gyrich dons a helmet and grabs a mighty big gun, checking the load.

EXT. X-MANSION GROUNDS -- NIGHT

Cyclops breaks into the open, headed back towards the mansion. A METALLIC TENTACLE grips his leg from behind and trips him up.

Cyclops struggles. Another tentacle joins the other in snaking around him. They hold like gleaming anacondas. Red Sentinel approaches, tentacles jutting from his hands, reeling Cyclops in.

RED SENTINEL
Mutant apprehended.

LOGAN (O.S.)
Not so fast, tin man.

Logan leaps up from behind and straddles Red Sentinel, wrapping his legs around its head, clawing down with both hands...

Both of Red Sentinel's arms hit the ground, sparking.

Red Sentinel turns, juking and jerking, till Logan is thrown.

Logan hits the ground near Cyclops. Red Sentinel turns to face them both, opens his CHEST COMPARTMENT, revealing GUN BARRELS.

RED SENTINEL
Emergency procedures warranted.

CYCLOPS
Close your eyes, Logan!

Cyclops UNLEASHES a VISOR BLAST like none other. The BLAST STRIKES Red Sentinel in the chest, sends Red Sentinel flying up into the air, flailing, over the X-Mansion...

INT. COMMAND CENTER TRAILER -- NIGHT

Gyrich is by the door, ready to have the Troopers follow.

GYRICH
Are we ready?

"Yes sir," is the in unison response. But, at the other end of the trailer, Trask abruptly stands at his monitors, pale.

TRASK
Gyrich... Gyrich!

GYRICH
What is it?!

TRASK
There's... there's a problem with one of the Sentinels.

A WHISTLE is HEARD. Trask listens. Everyone listens. The WHISTLE sounds like an incoming bomb, getting LOUDER.

EXT. X-MANSION GROUNDS -- NIGHT

Red Sentinel is coming down fast, headed right for the truck.

INT. COMMAND CENTER TRAILER -- NIGHT

BOOM -- one side of the trailer buckles as the Sentinel hits. The trailer flips sideways, throwing everyone. Lights go out.

Long pause. MOANS are HEARD. From pitch darkness:

GYRICH'S VOICE
(bitter, mocking whining)
That's the beauty of it... Sentinels think for themselves.

EXT. X-MANSION GROUNDS -- NIGHT

Behind the mansion, Logan pulls the metallic tentacle off Cyclops and throws it away. Logan holds out his hand, helps Cyclops up.

CYCLOPS
Thanks.

LOGAN
Same here.

Logan gives a grin, then runs to the Mansion. Cyclops follows.

EXT. MANHATTAN, BROOKLYN BRIDGE -- NIGHT

Manhattan is alive with the SOUNDS of SIRENS. Black smoke rises from several areas. An OCCASIONAL distant EXPLOSION is HEARD.

Traffic on the Brooklyn bridge is stopped, jammed up. The Brooklyn Bridge. Suspension bridge. Monument to engineering.

Magneto arrives, hovering high above the bridge, surrounded by his circle of MAGNETIC POWER, looking down.

Below, the bridge sways slightly. Then, the hundreds of metal suspender WIRES and diagonal stays begin to SHAKE and WAVER. Lights go dark. The cables reverberate, like strings on a gigantic harp caressed by waves of magnetic disruption...

Cables start SNAPPING, loudly, PLONKING and PINGING. First a few, and then many. Snapping, coiling and falling.

Under the bridge, the steel floor with its 4 ton floor beams is starting to peel away. Floor beams fall to the river.

The road surface RUPTURES in many places. Finally, the strain is too much and the middle of the bridge goes. Car and trucks plunge into the East River.

Magneto looks down at the continuing destruction with pleasure.

MAGNETO
Welcome, New York City... welcome to the new world order!

The Brooklyn and Manhattan ends of the bridge crash to the water.

EXT. UNITED NATIONS BUILDING -- MORNING

Dawn over the U.N. Hordes of t.v. news vehicles are here, along with hundreds of S.W.A.T. teams and police vehicles and men.

MAGNETO'S VOICE (V.O.)
Manhattan, in case you hadn't noticed, has been brought to its knees. Your subways are flooded, your tunnels blocked...

INT. UN BUILDING, GENERAL ASSEMBLY HALL -- MORNING

Magneto stands at the main speechifying platform, before microphones, cameras, and a S.R.O. throng of reporters. Toad, Blob, Sabretooth and Juggernaut stand behind Magneto.

MAGNETO (CONT)
Your bridges, from Sixtieth Street to Battery Park, are in ruins. And, the question issuing from the meek mouth of humankind is, "Why, oh why has this bad fate befallen us?" Well, let my answer be carried to the ends of the earth. Because you would not give us a place in your world, we have taken this one small piece. From this day on, the isle of Manhattan no longer belongs to man. It now belongs to me and to mine. To mutants.
(over HUB-BUB from the assembled PRESS)
All those of the human persuasion will be banished, while mutants are welcomed... free to live in peace and solitude, away from baseless discrimination, oppression, and prejudice. And, just so I am not accused as a squatter or thief, I'm offering the Mayor of New York City full payment in exchange for his splendid little borough. However, I must admit I haven't exactly accounted for inflation...

Toad and Blob pick up a metal chest and bring it forward. They open it and dump the contents: mounds of trinkets and beads.

MAGNETO (CONT)

I'm paying the same price paid to the Manhattan Indians.

EXT. X-MANSION GROUNDS -- MORNING

Trask and Gyrich's Troopers lie on their bellies, all hog-tied and helpless, near the trucks and the trashed Red Sentinel

MAGNETO'S VOICE (V.O.)
To those law enforcement officials gathering outside, and to the ever-scheming leaders of the United States military, I say, keep clear in your memories the limitless power demonstrated this morning.

INT. X-MANSION, LIVING ROOM -- DAY

On a TELEVISION: Magneto's U.N. speech continues.

MAGNETO
(from television)
Unless you wish to see it wielded again, you'll keep us happy, and keep away. The only thing we Homo Superior further require from man is the continued supply of water and electricity into our city.

In this damaged room, Xavier, the solemn X-Men, and Gyrich watch. Gyrich is on his knees, hands and feet bound with duct tape.

MAGNETO (CONT)
Now... thirteen bridges in and above Harlem still stand untouched. But, in five short days, they too shall fall. So, citizens of Manhattan, it's time to go. I must warn you... looters, pillagers, and stragglers will not be tolerated. And, with that said, let your exodus begin.

Magneto steps away with the Brotherhood members following. Cameras follow. The HUNDREDS of REPORTERS SHOUT questions.

XAVIER
How does it feel, Gyrich? You've just cost hundreds, maybe thousands of lives.

GYRICH
What are you talking about?

XAVIER
If not for your attack, my X-Men might have been there to stop the Brotherhood.

GYRICH
Don't try to push off what a bunch of your murdering mutant friends did, cripple.

XAVIER
Get him out of my sight.

CYCLOPS
(to Beast and Logan)
Outside with his friends.

ICEMAN
What are we going to do with him? He knows where we live now.

Logan and Beast come to pick up Gyrich, but he squirms away, backing himself up against the couch, frightened.

GYRICH
Don't touch me!

LOGAN
Calm down, sissy-boy. We're not going to hurt you, no matter how much we'd like to.

GYRICH
Keep away from me. I'll crawl out of here on my belly before I let you put your hands on me again.

Gyrich is crawling awkwardly away, knocking over a table.

BEAST
I believe he's under the ignorant impression that we're somehow contagious.

CYCLOPS
(watching Gyrich)
What a jackass.

LOGAN
The popsicle's right though. What do we do with Gyrich and his barrel of clowns?

Xavier considers this, then looks to Jean Grey. Jean looks at Xavier, then gives a slight nod. Xavier looks to Gyrich.

XAVIER
Bring him here. I know what to do.

Logan and Beast go to pick Gyrich up. Gyrich freaks, struggling.

GYRICH
Get your hands off me! Don't touch me...

INT. TRACTOR TRAILER CABIN -- DAY

Gyrich jerks, screaming out...

GYRICH
Don't touch me!

He looks around, utterly disoriented. He's in the driver's seat of a truck. Trask, in the seat beside him, is also confused.

TRASK
Did... did you say something?

GYRICH
What? What do you mean?

TRASK
I thought you said something.

They both look around, in a daze.

EXT. NEW JERSEY SUPERMARKET, PARKING LOT -- DAY

Trask and Gyrich get out. Gyrich walks to the second tractor trailer where glassy-eyed Troopers exit. Trooper One leads.

TROOPER ONE
What's going on?

GYRICH
I... I don't know. What is this place?

Trooper looks towards the supermarket. Gyrich marvels at the damaged on the Control Center trailer.

TROOPER
I think it's New Jersey.

GYRICH
What happened to this truck?

TROOPER
Weren't we... going somewhere?

GYRICH
What do you mean? Where?

Trooper tries to remember, pained and frustrated.

TRASK
Gyrich. Gyrich... where are my Sentinels?

Trask comes to grab Gyrich by the arm and pulls him over to look into the open, empty rear of the other trailer.

TRASK (CONT)
Where are they? Who stole my robots?

Gyrich is at a loss. He watches as a WOMAN passes by with a cart full of groceries heading for her car.

GYRICH
Something weird happened.

TROOPER ONE
Can we go home now?

EXODUS MONTAGE -- (TO THE TUNE OF RODGERS AND HART'S "MANHATTAN")

- DAY. Various MANHATTAN STREETS are full of slow moving traffic jams and THRONGS of PEOPLE all heading the same direction. Many cars are loaded with belongings. The exodus has started.

- The TRIBOROUGH BRIDGE has both lanes of bumper to bumper traffic heading out towards Queens. Men, women and children walk along with and amongst the car and trucks.

  At the QUEENS end of the bridge, POLICE and MILITARY MEN do the best they can to keep everything flowing.

- Atop the EMPIRE STATE BUILDING, Blob and Sabretooth are hanging outside the rail of the observation deck, laughing. They drop pennies towards the street and watch the far O.S. results.

- NIGHT. High above COLUMBUS CIRCLE, mammoth MILITARY HELICOPTERS

fly low with wide-mouthed LOUD SPEAKERS pointed downwards. MILITARY MEN throw handfuls of leaflets out into the air.

- On a crowded STREET, leaflets flutter down. One lands on the hood of a car. It's on government stationary, announcing: "MANDATORY EVACUATION! WHY YOU MUST LEAVE." In the background, MILITARY POLICEMEN help transport the sick from a hospital.

- DAY. In a ritzy PARK AVENUE SHOP, Toad, surrounded by piles of suits and shirts, hunched over as usual, studies himself in mirrors, admiring the fine Italian suit he's wearing and his greased back, center-parted hair, feeling quite dapper.

- Inside a big BANK VAULT, Juggernaut breaks open safe-deposit boxes, emptying containers of diamonds into a burlap sack. Behind him, Toad sits in a huge pile of money, throwing bills in the air, literally rolling in cash.

- The exodus flows on past the famous Carnegi Deli.

INSIDE THE CARNEGI DELI, the Blob is seated at a table, eating, eating and eating. The table is loaded with mounds of food.

- Sabretooth lays out on a beach chair, sunning himself. A tiger strolls by. We see that the relaxation spot Sabretooth's chosen is in the middle of the Central Park Zoo's tiger pit.

- DAY. The MANHATTAN SKYLINE. An OBJECT rises from around midtown and floats in the air, moving. The floating object is Rockerfeller Plaza's, 4000 lb bronze statue of ATLAS, hovering forward across the city.

Atlas heads to the Chrysler Building. Magneto stands on the highest, gargoyle-adorned roof ledge just below the Art Deco spire. The ledge is adorned with lush, potted plants. Magneto watches as Atlas comes to rest as the ledge's centerpiece. Satisfied, Magneto crosses to enter the building...

INSIDE THE CHRYSLER BUILDING, Magneto comes through a window into what once was several floors of offices. Now, however, this room has been "renovated," many floors torn away to give Magneto's new, well furnished home an airy feel.

Magneto takes a seat before what once was an elevator. It is now a giant fireplace with a roaring fire. There are many unmistakable sculptures in the room, and all the walls are covered in great works of art from New York's finest museums.

INT. CEREBRO ROOM -- DAY

Dark. Xavier, sweating hard, is seated at the center of the Cerebro device, wearing the strange Cerebro helmet. His eyes are closed. RED LIGHT pulses strangely from under his eyelids.

XAVIER'S VOICE (V.O.)
(projected, through Cerebro)
There has been some movement. As I feared, Magnus' offer is proving to be irresistible to many, despite the bloodshed that facilitated it.

A translucent, psionicly produced GLOBE of the earth's surface hangs hazily in the air, alive with areas of fluctuating red energy. Jean and Cyclops are on the other side of this globe.

XAVIER'S VOICE (V.O.,CONT)
None have reached the city yet, but they are on their way.

INT. WAR ROOM -- DAY

Iceman's changing info-gathering reels of one bank of super-computers. Logan's slumped down in a chair, watching the War Room monitor's NEWS REPORT showing a MAN on the street interview.

MAN ON STREET (V.O.)
(on television)
I say you let all the muties get in there, and then the President drops a nuclear bomb on the place. That'd solve a lot of problems all at once.

Logan, angry, points a remote. On a different channel, a NEWSWOMAN is on remote from the Brooklyn Heights Promenade. Tanks, trooper transports and soldiers face the waterfront.

NEWSWOMAN (V.O.)
(on television)
... at the borders of New Jersey, Brooklyn, Queens and the Bronx, effectively surrounding Manhattan. However, military offensives in the East Village, Tribeca and Times Square have been easily repelled by the Brotherhood...

Across the room, the door of the Cerebro room rises up as Cyclops, Jean and Xavier exit. Logan looks to them.

XAVIER
Governmental policies being what they are, I should have expected mutants to respond to Magnus. But, I had hoped for better.

CYCLOPS
You've said it before, sir... one battle at a time, to win the war.

LOGAN
Speaking of war, Charlie... how much longer you planning to keep us sitting on the sidelines?

XAVIER
Must we rehash this again?

LOGAN
Yeah, I guess so. Cause I'm itching, alright? And, the civilians have cleared out of Manhattan, and the Army-boys and the Marines had their shot and they blew it. So, what are we waiting for now?

CYCLOPS
Cool down, Logan.

LOGAN
No. See, you and Jeanie may think every word out of Xavier's mouth is a pearl of wisdom, but to me it's just a lot of hot

air lately.

XAVIER
If you feel so strongly, why not go without the others?

LOGAN
I would if I thought I could take the Brotherhood alone. But, even I'm not quite that talented.

JEAN GREY
Careful there... you almost came right out and said you needed us.

XAVIER
(to Logan)
It concerns me that you're so anxious for this fight.

LOGAN
What do you want? You want to hear that you put my Karma back together so great that I'm just a grinning, happy fellow now? I'm not going to lie to you.
(points to t.v. news)
All I'm saying is, the longer it take us to start slamming, the deeper they dig in.

XAVIER
(nods, smiles)
You've made your point.
(to the others)
Iceman... go with Jean and Cyclops. You leave for Manhattan tonight. Collect Beast from the med-lab. Tell him I'll be along soon to look after Angel.

LOGAN
That's more like it.

XAVIER
Stay behind a moment, Wolverine.

Xavier wheels over to take the remote and "MUTES" the TV while Cyclops, Iceman and Jean leave. Logan waits.

XAVIER (CONT)
It's been a long journey for you to get where you are today. In many ways I've been proud of you...

LOGAN
Look, I don't need...

XAVIER
Please allow me to finish a sentence without interruption, just this once. Thank you. As I was saying... you've come far... but not nearly far enough. Before you joined my X-men, they had already faced the Brotherhood and been defeated. So you see, the status quo would not do. They lacked experience, which you've helped with. By introducing

them to your peculiar love of violence, you've harden them to a certain extent, and I thank you for that. However, your services are no longer required.

LOGAN
What?

XAVIER
I'm asking you to leave. Gather your things with as little disruption as possible, and I'll have your motorcycle brought around front.

LOGAN
You... you can't do this.

XAVIER
What do you mean? Of course I can. Is this really so unexpected? After all, you haven't made much of an attempt to become a part of the team. I think Scott said it best, when you first arrived... he said, "He's not one of us," ... meaning you. And even though Scott has made a martyr's effort to accept you, it's become increasingly obvious to me that he was right from the start.

Logan initial stunned misery is turning quickly to anger.

XAVIER (CONT)
I don't know what else to say.
(long pause)
What are you waiting for? Get out.

Logan turns and walks. Xavier watches him cross the War Room.

XAVIER (CONT)
Logan... I've lied to you.
(waiting)
Logan, you are an X-Man. You always will be, till the day you decide otherwise.

Logan slows to a halt. He turns back to face Xavier.

LOGAN
What is this? Just another one of your head games?

XAVIER (CONT)
Forget what I said before... but never forget how you felt when I said it. Understand? Remember how it would feel if you lost everything you've gained... everything you treasure so secretly.

Logan stands there a long moment, letting this soak in.

XAVIER (CONT)
Go on. The Brotherhood's waiting.

INT. X-MANSION, UNDERGROUND HELIPORT -- NIGHT

The X-Chopper's NOISY rotors spin. Iceman hands cartons of medical supplies up to Cyclops. Everyone's in body armor.

INSIDE THE X-CHOPPER, Beast is at the controls, making a pre-flight check. Jean's helping Cyclops load the stretcher Iceman's offering up from outside the helicopter.

CYCLOPS
(to Iceman, over rotors)
Where's Wolverine?

Iceman looks around the heliport, then shrugs to Cyclops. Jean comes to climb out of the chopper, heading across the heliport.

JEAN GREY
I'll find him.

CYCLOPS
Make it quick.

INT. X-MANSION, VARIOUS ROOMS -- NIGHT

Jean moves from room to room, searching for Logan.

IN THE LIVING ROOM, Jean looks in and sees Logan standing by the fireplace, staring in at a fire there. He's in battle gear. Jean's about to say something, but stops herself. She walks away.

INT. X-MANSION, LOGAN'S LIVING QUARTERS -- NIGHT

Jean pushes the door open and enters, looking around. She walks to Logan's desk. The shoebox is there. A pause, then she opens it. Inside, there's only one photo left. It's the picture Jean gave Logan; the picture of Logan with the X-Men.

EXT. MANHATTAN SKYLINE -- NIGHT

The X-chopper, dark, blurs past Manhattan's West Side.

EXT. WORLD TRADE CENTER -- NIGHT

The X-chopper's floodlights come on it flies between the Twin Towers, then heads for nose-bleed heights.

EXT. CHRYSLER BUILDING -- NIGHT

Magneto comes out onto the Art Deco ledge, peering forward. Far off, a rigid pillar of light shines up from the Twin Towers.

INT. CHRYSLER BUILDING, MAGNETO'S HOME -- NIGHT

Magneto comes in off the balcony, walking to table where is body armor and helmet are laid out.

XAVIER'S VOICE (O.S.)
Good evening.

Magneto wheels. Xavier is there, in his wheelchair.

MAGNETO
Charles... what a surprise. Goodbye...

Magneto thrust his hand out, not even looking that direction...

An ornate SPEAR leaps from its mount on the wall and FLIES towards Xavier -- passes right through Xavier and imbeds in the wall.

XAVIER
I'm here in spirit...

Xavier stands, and his wheelchair DISSOLVES into thin air.

XAVIER (CONT)
Not in body.

MAGNETO
Clever... though pointless. You won't mind then if I ignore you. Your students await their lesson.

Magneto goes to begin donning his armor.

XAVIER
You just don't see why I can't let you win this, do you? Mankind will never let you keep their city. They fill never stop fighting to reclaim it.

MAGNETO
They'll realize it's futile.

XAVIER
You know the truth.

MAGNETO
Isn't it a bit late in the game... ?

XAVIER
The United States' military-industrial complex needs a war, Eric. They're starving for one, hot or cold, and you're giving it to them. Because of you, the Homo-Superior will neatly fill the gap left by the fall of communism. Mutants will be cast forever as the new world villain. Is that what you want?

MAGNETO
Nothing is gained without sacrifice.

XAVIER
Turn back. It's not too late.
(pause, waiting)
Don't promise utopia while leading us all to the slaughter.

Magneto says nothing, still strapping on his armor.

XAVIER (CONT)
Then, it's my turn to pity you.

XAVIER FADES, gone.

EXT. VARIOUS CITY STREETS -- NIGHT

Chinatown Streets are empty. Only a few abandoned cars.

The narrow streets of Greenwich Village are dirty and deserted.

The lights are on in Times Square, but nobody's home, except for a pair of Army jeeps speeding to the north. It's weird to be in this city without commotion or noise. Creepy.

EXT. BROAD STREET, WALL STREET AREA -- NIGHT

The X-Men walk along in formation. Logan and Iceman watch behind.

CYCLOPS
If anyone wants to pray, now's the time.

They're passing the Gothic Trinity Church.

BEAST
It's ironic we're so close to Wall Street.

ICEMAN
Why's that?

BEAST
Wall Street got its name from the wall that used to keep Indians out of the city.

LOGAN
Well, the cowboys are here. Where's all the Indians?

JEAN GREY
They're on their way. I can feel it.

EXT. STREET OF BROWNSTONES -- NIGHT

The X-Men come around a corner, watching all directions. This is a street of three-story brownstone buildings and shops. A few abandoned cars are near the corner. Cyclops looks ahead, tensing.

CYCLOPS
Stay awake, everyone. Here we go.

Everyone looks. Down at the end of the block, Blob calmly waddles into view, carrying Toad on his shoulders.

Sabretooth and Juggernaut come out to take positions up at the other end of the street. The X-Men move towards the center, book-ended by villains. A show-down pause.

Above, the air SIZZLES and the GLOW of Magneto's ball of MAGNETIC ENERGY appears just before he does. Magneto floats over the X-Men, moves to land atop one bordering building, looking down.

MAGNETO
X-men. Children of the Atom. Surrender now, while you still have your lives.

CYCLOPS
We're fine... thanks anyway.

MAGNETO
It would be so much better if you joined us. Make my city your homeland, with the Brotherhood as friends. Otherwise, we have no choice but to kill you, and we don't really want to do that.

SABRETOOTH
(up to Magneto)
Speak for yourself.

LOGAN
Then, what are you waiting for?
(POPS CLAWS, steps forward)
Let's boogie.

CYCLOPS
We stick together, Wolverine. Make them bring the battle to us.

MAGNETO
That is easily arranged, Cyclops.

Magneto raises his arms and again generates his encompassing ball of shimmering MAGNETISM. He hovers above the X-Men.

MAGNETO (CONT)
Here is your doom!

The SOUND of STATIC ENERGY in the air grows UNBELIEVABLY LOUD.

The abandoned CARS on the street RISE up. Metal LAMPPOSTS along the sidewalks begin to BEND and CREAK.

Cyclops FIRES a BLAST from his visor, up at Magneto...

The RED RAY is repelled by the Magneto's ENERGY FIELD.

POWER LINES begin WHIPPING in sudden, violent wave patterns. TRANSFORMERS atop telephone poles start FIRING SPARKS.

The abandoned cars hurtle towards the X-Men. Cyclops BLASTS one away, but the others are still coming.

CYCLOPS
Jean!

Jean raises her arms. PSIONIC ENERGY WARPS the AIR around them.

Jean creates a DOME of MENTAL ENERGY, with the X-Men protected inside. The cars slam the dome, held there.

Lampposts fly loose from the sidewalk cement, drawn inexorably towards the X-Men from all sides...

They join the abandoned cars in POUNDING against the PSIONIC DOME. The X-Men are protected, but unable to fight back. Magneto rises further, teeth clenched and bared.

MAGNETO
Impressive, Tinkerbell... but not enough.

Magneto's spread fingers curl, and the intensity of the MAGNETIC BOLTS off his hands increases. SOUNDS like SPEAKER FEEDBACK from hell. Up-street, Juggernaut and Sabretooth back away, grinning.

Down-street, Blob backs off with Toad still on his shoulders.

METAL STORM: Metal objects come crashing from surrounding buildings, CAREENING through windows. Silverware, scissors, chairs, desks, clocks, bed frames, lamps and stereos...

All things metal. From all sides. Out all the windows of all the tenement buildings...

Metal objects, big and small, BASH the psionic dome, till you can't even see Jean's force field or the X-Men through the first coat of metal. Above, Magneto closes his eyes, concentrating.

EXT. VARIOUS MANHATTAN BUILDINGS -- NIGHT

Massive buildings SPEW metal out SHATTERING windows.

It's like the Chase Manhattan Bank Building, the Marine Midland Bank Building and others are vomiting metal objects: computer monitors, safes, file cabinets by the hundreds...

ON ONE STREET, more cars are called to service, pulled upwards.

ON ANOTHER STREET, a construction site is stripped of its steel, I-beam GIRDERS, like toothpicks in a single-minded wind.

EXT. STREET OF BROWNSTONES -- NIGHT

Magneto floats to one side, making way, directing his energies. Metal rains down on the already impressive mound at mid-street.

INSIDE JEAN'S PSIONIC DOME: OBJECTS can be HEARD CLUNKING down from outside. Jean's straining.

JEAN GREY
I... I can't hold it much longer.

LOGAN
We got to find a way out of here.

Logan gets on his knees, starts CROPPING at the ASPHALT with his claws. Cyclops backs away to the other side of the dome interior.

CYCLOPS
(to Beast and Iceman)
Back off. Clear a space.

Cyclops looks to the street, lets out a sustained, NEEDLE THIN VISOR BEAN, cutting into the street... beginning a circle.

OUTSIDE JEAN'S PSIONIC DOME: the metal storm continues. The mound over the X-Men is huge. Above, I-beam girders hover. Magneto brings one hand down. ONE GIRDER follows the command, SPEARING...

The girder RAMS the metal mound.

INSIDE JEAN'S PSIONIC DOME: Jean reacts in pain as the dome shifts inwards just slightly. Another GIRDER is HEARD FOUNDING outside.

JEAN GREY
Scott... hurry!

CYCLOPS
Almost there!

Beast is with Cyclops. Cyclops has nearly finished the circle.

Logan's still cutting his own ditch with Iceman helping throw aside chunks of asphalt. Logan swings down and there's the SOUND of METAL AGAINST METAL, followed by a sudden, loud HISSING.

LOGAN
Not good...

ICEMAN
What?

LOGAN
I broke a gas line.

ICEMAN
What do we do now?

LOGAN
(backing out of ditch)
Well, if spark hits it, what we do is we fly up in the air about one thousand feet and scream at the top of our lungs.
(to the others)
Everybody better start holding their breath real quick!

JEAN GREY
Scott!

Cyclops finishes, stops blasting and looks to Beast. Beast straddles the circle, pushing with both hands, with all his might.

The circle of asphalt falls through. Cyclops, Iceman and Logan come to look down the hole Beast's still straddling. They don't look at all happy.

BEAST
We're in trouble.

Below, through the hole: a violent TORRENT of RUSHING WATER.

CYCLOPS
We don't have any choice.

CRACKS begin to appear in the asphalt, creeping in from under the edges of the psionic dome. BIG CRACKS. Iceman sees them coming.

ICEMAN
We sure don't.

OUTSIDE JEAN'S PSIONIC DOME: Magneto sends the final girder down.

The METAL MOUND suddenly CAVES IN with a tremendous crash. Jean's psionic dome has given way beneath. Then, a jarring EXPLOSION sends flames shooting out and throws metal.

Sabretooth takes cover behind Juggernaut. Above, Magneto rises.

The explosion ends, leaving an ARM of FIRE RISING from the gas pipe under the pile. Down the street, Blob and Toad come out from behind a bus shelter as Magneto lowers to look upon the rubble.

BLOB
(up to Magneto)
Hooty-hoot! You got them with your magic. You made them go away.

MAGNETO
Assume nothing, Blob.
(to all villains)

All of you, spread out. Eliminate any survivors. Make them wish they had been lucky enough to have died here.

EXT. EAST RIVER -- NIGHT

A drainage pipe dumps water into the East River. The flow tosses Beast into the river. He goes under.

After a moment, Beast rises, taking air and looking around. South Street Seaport is near. The FOUR MASTED BARK "PEKING" is permanently docked there, a sail-less ship from maritime's past.

EXT. SOUTH STREET SEAPORT -- NIGHT

Toad hurries down the cobblestone streets of the seaport, searching. All around are shops and restaurants, closed down. Toad stops, sniffing the air, then flicking his tongue, like he's licking the air. He scurries off in a hurry.

INT. UNDERGROUND PIPEWAY -- NIGHT

Below this laddered pipe/passage, water flows quickly by. Logan's hand juts from the water and grips a ladder rung.

INT. BASEMENT -- NIGHT

A dank, dark basement. On one concrete wall, LOGAN'S CLAWS POKE OUT, cutting easily through the cement. The cut SECTION of concrete is KICKED IN. Logan enters, wet and weary. He looks around. There's an elevator ahead.

INT. NEW YORK STOCK EXCHANGE, TRADING FLOOR -- NIGHT

An elevator DINGS. The doors open and Logan walks out.

Logan's stands in the vast, deserted STOCK EXCHANGE. Hundreds of TV MONITORS are suspended over many TRADING POSTS. The only light in the place is from color bars on all the screens and moonlight through multi-storied windows.

Logan walks across the trading floor. ABOVE HIM, a SHADOWY FIGURE skirts past the SKYLIGHT. Logan looks up... sees nothing. Now wary, Logan turns to study the surrounding darkness.

EXT. RESIDENTIAL STREET -- NIGHT

A manhole cover is shoved open. Iceman crawls out, taking a moment to rest on the ground. Apartment complexes tower above. Iceman gets up and crosses to the sidewalk, watchful, moving on, keeping close to the buildings.

EXT. BUSINESS DISTRICT STREET -- MIGHT

A STORM DRAIN is BLOWN TO BITS from the inside by a blast from Cyclops' visor. Cyclops peers out. He climbs up and runs down this empty street. He stops, listening. POUNDING FOOTFALLS can be HEARD, distant. He runs to follow them.

INT. NEW YORK STOCK EXCHANGE, TRADING FLOOR -- NIGHT

Logan's keeping low, moving quickly through, past trade posts.

Across the room, up on the overhanging PODIUM, Sabretooth rises into view. He sees the opening BELL before him. He strikes it.

Hearing the BELL RINGING, Logan turns and heads another direction.
He stops and looks up at the podium. No one there.

EXT. SOUTH STREET SEAPORT, THE "PEKING" -- NIGHT

Beast pulls up from the side of the ship and stands on the deck.
He shakes himself off like a dog who just got an unwanted bath.

BEAST
Water sucks.

TOAD'S VOICE (O.S.)
Peek-a-boo, I see you!

A NOOSE suddenly drops around Beast's neck and pulls tight...

ABOVE, high on the MAINMAST, Toad, holding the other end of the rope, leaps far, hooting with joy as he falls. HIGHER UP, the rope whips through a pulley attached to the mast...

BELOW, Beast looks up, grabbing the noose in one hand.
He leaps forward and grasps the deck's rail.

ABOVE, Toad, falling, still holding the rope, comes to a very sudden halt. He swings backwards towards the mainmast...

Toad SLAMS the mast hard. He hangs there a beat, stunned.

TOAD
That didn't go quite as planned.

BELOW, Beast grabs the rope and yanks it...

ABOVE, Toad is pulled upwards, swinging...

Toad lets go of the rope, flying in open air for a moment before he catches a horizontal yard pole and hangs on for dear life.

BELOW, Beast throws the noose, starts up the web-like rope ladder.
Above, Toad moves to the mast's vertical pole, climbing higher.

EXT. RESIDENTIAL CITY STREETS -- NIGHT

Iceman hurries along, crossing a street to the opposite sidewalk.
He still keeps close to the buildings. Above, Blob looks down from a rooftop. His eyes widen when he sees Iceman.

On the sidewalk, Iceman comes to stand right near the building Blob's on the roof of. He pauses, then looks up, just as Blob ducks out of sight. Iceman continues on, around a corner.

On the roof, Blob keeps down a moment, then cautiously rises and looks over again. Iceman's not there. Blob's worried. He crosses the roof to look over a different side...

There's Iceman, standing still in the middle of the street.

Blob climbs onto the roof edge, trying to contain his excitement.
Blob jumps... dead weight... falling...

Blob HITS Iceman and ICEMAN BUSTS into HUNDREDS of PIECES.

Across the street, the real Iceman comes from his hiding place behind a mailbox and charges towards Blob's back.

Blob gets up from the cracked sidewalk, looks down at the Iceman pieces, confused and scratching his head.

As Iceman runs, his icy head GROWS and FORMS INTO A BATTERING RAM.

Blob hears Iceman coming and turns, surprised...

BLOB
Hey... ?!

Iceman slams head first into Blob's gut... BLOOP!
Blob, unmoved, looks down at Iceman, who's caught there, up to his chest in Blob's blubber. Iceman struggles, can't pull out.

Annoyed, Blob takes a great big breath, preparing to flex...

Iceman is sent FLIPPING backwards, head over heels -- HITS the side of a building and falls to the sidewalk.

INT. NEW YORK STOCK EXCHANGE, TRADING FLOOR -- NIGHT

Logan comes around a trading post, searching.

SABRETOOTH'S VOICE (V.O.)
You really don't know when to just lay down and die, do you, Wolverine?

Logan turns to sees Sabretooth in darkness. Logan pops claws.

LOGAN
I'm ignorant like that.

SABRETOOTH
It's fine with me. This way I get to kill you all over again.

Logan lunges, but Sabretooth sidesteps and counters, punching Logan in the back of the head as his momentum carries him past.

Sabretooth pulls a free arm CTR (small t.v. on a metal arm) from a trading post and swings it, POUNDING Logan as he tries to get up.

SABRETOOTH (CONT)
Let's see just how unbreakable them adamantium bones of yours really are.

Sabretooth swings and CLOBBERS Logan again.

EXT. BROAD AND WALL STREET AREA -- NIGHT

Cyclops runs past the NEW YORK STOCK EXCHANGE BUILDING with its stately columns. POUNDING FOOTFALLS are still HEARD. Cyclops comes to peer around a corner, looking down Broad Street. Ahead, Juggernaut lumbers forward, his back to Cyke. Cyclops looks around, searching for options. He sees one.

Cyclops runs a few hundred feet down the street and then falls to one knee. He waits, watching Juggernaut, then looks up, FIRING...

Cyclops, wide, thin BLAST slices right through the top corner of a granite building, at an angle, CUTTING a BIG PYRAMIDICAL CHUNK.

Down the street, Juggernaut turns and looks towards Cyclops.

Cyclops watches, nervous.

Juggernaut starts walking back towards Cyclops, but above him, the PYRAMIDICAL CHUNK begins to slide free, falling...

Juggernaut looks up, realizing, but too late... he's BURIED under the CRASHING portion of the building.

CYCLOPS
Yes!

Cyclops stands, walks forward. Ahead, the pile of granite debris settles, dust rising. Then, there's movement. Cyclops stops.

CYCLOPS (CONT)
No.

Juggernaut stands up in the debris pile, shaking off bricks.

Cyclops starts backing away. He does not see, behind, the huge, BRONZE BULL statue in front of Federal Hall rises in the air.

EXT. SOUTH STREET SEAPORT, THE "PEKING" -- NIGHT

At a dizzying height on the mainmast, Toad and Beast are duking it out, swinging, punching, kicking. Toad is higher, clinging to the mast pole. He kicks Beast. Beast falls backwards...

But, Beast manages to keep hold of the rope ladder with his feet, hanging upside down. He grabs with his hands, releases with his feet and FLIPS, upright once more. He climbs.

Toad gets to the highest point on the mast -- SHOOTS SPITTLE.

Beast swings to one side, avoiding the spittle. Above, Toad SPITS again, but Beast dodges again.

BEAST
That's a disgusting habit.

Beast grips the mast pole and jerks his body, causing the pole to shake violently. Toad looses his precarious grip and falls...

Toad catches a handful of rope, stopping his fall. He's now just above Beast, on the other side of the mast. Beast reaches for him, but Toad shoves off with his feet, repelling backwards...

Toad swings forward, KICKING while straddling the mast, WALLOPING Beast. Beast flies backwards, falling. It's a long way down...

Above, Toad watches, laughing.

Beast falls. Then, he slows. He slows, and stops -- held in mid-air, motionless, a few feet from the deck. He looks up.

Above, Toad stops laughing. He realizes.

TOAD
Hoo-boy.

Toad turns and looks up. Jean's there, hovering. She smiles.

JEAN GREY
Hi.

She PUNCHES Toad.

INT. NEW YORK STOCK EXCHANGE, TRADING FLOOR -- NIGHT

Sabretooth throws aside the CRT arm. Logan's bad, crawling away. Sabretooth grips both of Logan's wrists from behind, pulls Logan up onto his knees. Sabretooth then presses his foot high on Logan's back and pushes hard while pulling Logan's arms back.

SABRETOOTH
Know what your problem is, shorty? You're so desperate to get me, you can't see straight.

Sabretooth applies more pressure, like he's trying to tear Logan's arms out. Logan grunts in pain. His claws pop, useless.

Logan sees something...

There's a very thick ELECTRICAL CORD in an outlet at the center of one trading post, leading up to the above array of monitors.

Logan tries to stand, struggling towards the trading post.

SABRETOOTH (CONT)
You want me dead so bad, you don't care if you go with me...

Sabretooth slams him against the trading post wall, keeping his grip, increasing pressure. Logan's face is near the cord.

SABRETOOTH (CONT)
And that's when you do something stupid.

Logan grips the electrical cord in his mouth and BITES DOWN HARD.

BR-ZAAAAPPPP -- an ELECTRICAL EXPLOSION sends Sabretooth and Logan flying, off the ground, SMASHING into another trade post...

They land far apart. Logan rolls over, in great pain. He wipes at his burned face. Wisps of smoke curl from his lips:

LOGAN
... can't argue with that...

Sabretooth's face-down, barely moving. Across the room, Logan gets up, heads towards Sabretooth, falls, gets up, determined.

EXT. RESIDENTIAL CITY STREETS, PARK -- NIGHT

A grassy lawned park. Iceman flies through the air, thrown. He hits the lawn and slides through the grass till - CLUNK - he HITS the wall of a big, elegant, spurting FOUNTAIN.

Iceman turns to get up, supporting himself on the fountain wall, trying to shake off a blow. He looks at the fountain, thinking. He looks to see Blob running this direction.

Blob's going as fast as his fat body can move. Ahead, Iceman stands, his back to the fountain. Blob's closing in, gasping and drooling from the exertion.

Iceman crouches and places his hands on the ground. A SHEET OF ICE shoots out from Iceman's hands, spreading quickly...

Blob suddenly finds himself running on ice. He tries to stop, but he can't, slipping forward despite his backpeddling...

Iceman steps aside as Blob SPLASHES face first into the fountain.

Iceman comes to put one finger in the fountain's water. Blob turns over and sits up as the FOUNTAIN FREEZES, instantly. Even the fountain's VERTICAL SPURT FREEZES...

Blob is trapped in the ice, with only his head sticking out. He looks around, struggling, unable to move.

BLOB
Hey... let me out of here!

ICEMAN
Sorry, Blob, no dice. You know, you look good as a tv dinner.

A SOUND is HEARD, like THUNDER. Iceman turns. Far off, MAGNETO'S GLOW reflects off buildings, accompanied by FLASHES OF RED.

ICEMAN (CONT)
Scott.

Iceman runs off. Blob watches him go, getting scared.

BLOB
You're not just going to leave me here like this? Mister Snowman, please!

Blob struggles again, but it's no use. He's frustrated. He begins to cry. He's BLUBBERING like a great, big baby.

EXT. SOUTH STREET SEAPORT, THE "PEKING" -- NIGHT

Beast is on the bowsprit of the "Peking," tying the unconscious Toad there with rope. Toad appears to be the ship's figurehead.

JEAN GREY (O.S.)
Hank...

Beast looks to Jean on the deck, then towards the city where Jean's pointing. There's a GLOW, like Iceman just saw.

EXT. BROAD AND WALL STREET AREA -- NIGHT

Lots of damage at the intersection of Board and Wall. The BRONZE BULL is imbedded halfway into the street, facing up. Cyclops is down and out. Juggernaut comes to lift him like a rag doll.

JUGGERNAUT
Still breathing, huh?

Juggernaut turns and shoves Cyclops to Magneto. Magneto catches Cyclops and holds him to keep him from falling down.

MAGNETO
Where are your friends? Are you the sole survivor? Last of a dying breed.

ICEMAN (O.S.)
Not by a long shot.

Magneto and Juggernaut turn. Jean, Beast and Iceman are headed

down the street, wary, fanning out as they slowly approach.

JEAN GREY
Put him down, Magnus.

Juggernaut lets out a snarl, but Magneto holds up a hand to keep him at bay, takes a few steps forward, still gripping Cyclops.

MAGNETO
Look there, Cyclops... they came back to save you. How heart-warming.
(to Beast, Jean and Iceman)
I'm afraid he doesn't have much to say. He's not feeling well. But believe me...

Magneto keeps a grip on Cyclops, and pulls up his visor...

MAGNETO (CONT)
He's glad to see you.

Cyclops' eyes SHOOT wide POWER BEAMS, non-stop now that the protective visor isn't there to halt them...

Jean holds up her arms and rises quickly as the blasts just miss her, but Iceman and Beast are hit, KNOCKED backwards. Iceman goes SLAMMING THROUGH a shop WINDOW.

Juggernaut runs forward as Magneto turns, still pointing Cyclops as his weapon. Cyclops groggily tries to break Magneto's grip. Magneto pulls back Cyclops' hair, aiming up...

Jean flies, avoiding the BLASTS, but only for a moment. She's CLIPPED, and she plummets straight down.

Jean lands with an exhalation of pain, not far from Magneto.

CYCLOPS
No!

Cyclops JAMS his elbow into Magneto's side and pulls free, stumbling away, falling to his knees. Thin BLASTS still LEAK from his closed eyes as he pulls his visor down off his forehead, blocking them. Magneto is angry.

MAGNETO
I'm not finished with you.

He holds out his arm and a BOLT of ENERGY SHOOTS from his palm to grab Cyclops, pulling Cyclops back. Jean sees this, furious.

JEAN GREY
(fury)
I told you once already... let him go!!

Jean puts her whole body behind a HUGE WAVE of PSIONIC ENERGY...

Magneto's blind-sided, THROWN upwards with INCREDIBLE FORCE...

EXT. MANHATTAN SKYLINE -- NIGHT

Magneto SOARS across the sky like a SHOOTING STAR, screaming...

Magneto continues his flight, SMASHING into the Empire State Building with great force, leaving a gaping hole.

EXT. BROAD AND WALL STREET AREA -- NIGHT

Juggernaut pulls a STOP SIGN up from the sidewalk as he moves towards Beast. Beast rolls as Juggernaut swings the sign down with a CLANG. Juggernaut keeps SWINGING. Beast leaps and dodges.

Up the street, Cyclops crawls to Jean, whole still on the ground.

CYCLOPS
Are you okay?

JEAN GREY
Give me a minute.

CYCLOPS
Stay down then. I'll be back.

Cyclops gets up, heads for the ongoing battle.

FAR DOWN BROAD STREET, at the towering New York Stock Exchange Building, Sabretooth comes CRASHING out a high window.

He hits the street, covered in tiny cuts. He looks down the block and can see Juggernaut trying to club Beast, unsuccessfully.

Sabretooth gets to his feet and runs the other direction. Away. Above, Logan wearily climbs from the broken window and watches Sabretooth go. Logan leaps...

He lands. He looks one way: sees the X-Men and Juggernaut. Looks the other way: Sabretooth's getting away.

LOGAN
(frustrated)
Errrrrrr...

Logan glances back at the X-Men, then runs to follow Sabretooth.

Back up the street, Juggernaut keeps SWINGING the stop sign at Beast. Beast keeps moving, forestalling injury. Cyclops FIRES at Juggernaut, but it does nothing.

Behind them, Iceman crawls halfway out of the broken shop window. He raises his arms towards Juggernaut, PROJECTING COLD...

As Juggernaut continues his pursuit of Beast, his breath becomes visible and ICE BEGINS to FORM on his HELMET and ARMOR.

BEAST
(taunting)
Batter, batter, batter, swwwing!

CLANK -- Juggernaut misses again. He's getting very angry.

JUGGERNAUT
Your head's going on my trophy wall.

BEAST
Don't count your trophy heads before they're stuffed and mounted.

Beast ducks one jab of the post, but Juggernaut catches him in the side of the head with the flat of the sign.
Beast goes down. Juggernaut holds the sign post, READY TO STAB...

JUGGERNAUT
See if you can laugh this one off...

ICEMAN
Hit him now, Scott! Now!

Cyclops visor lets rip with another BLAST...

JUGGERNAUT'S ice brittle HELMET EXPLODES into pieces and Juggernaut stumbles backwards, dropping the stop sign...

Juggernaut stands there a moment, eyes crossed. He lets out a deep breath, closing his eyes. Pause. He falls backwards and hits the ground with an echoing BOOM!

EXT. HUDSON RIVER DOCKS -- NIGHT

Sabretooth charges down a dock, takes a leap into the river.

In the water, Sabretooth swims, heading downriver. On the dock, Logan arrives, winded. He spots Sabretooth.

Logan pauses, looking back at the city. Then, he looks back towards Sabretooth. What to do?

EXT. BOARD AND WALL STREET AREA -- NIGHT

Iceman and Beast come to look down at Juggernaut. Iceman holds up his hand and Beast gives him a gentle high-five.

ICEMAN
Now we know why he wore the helmet. To hide his face.

BEAST
Juggy's not an attractive gentleman.
(points at Juggernaut)
Hey... did you see that?

ICEMAN
What?

BEAST
For a second there, I could have sworn I saw little birds flying around his head.

Down the street, Cyclops supports the exhausted Jean Grey.

CYCLOPS
Let's not congratulate ourselves yet, guys. Magnus is still out there.

Suddenly, glowing SUBWAY RAILS BURST from below, through the street. Cyclops turns as two cobra-like rails WRAP themselves around his neck and Jean's. The rails shoot higher, lifting them. Subway rails SLAM UP behind Iceman and Beast, also gripping their necks and hoisting them.

Magneto arrives, riding MAGNETIC ENERGY over the rooftops. He looks a little banged up. He lowers to stand on the BRONZE BULL'S head, looks to Juggernaut, energy still flying from his fingers.

MAGNETO
Pious fools. How dare you...

He looks to Beast, Iceman, Jean and Cyclops while they struggle helplessly, held high above.

MAGNETO (CONT)
You despoil my paradise! After all I've done for mutant-kind... for your race! How should such insolence be punished? Death will barely begin to make recompense for the disrespect you've shown me. Perhaps this? Yes...

Magneto balls his hands into fists. ENERGY INCREASES. Rails slither, so the others are brought to face Jean. Jean tries to get her fingers under the rail around her throat. Can't.

MAGNETO (CONT)
The girl will be first to die, while you witness her final moments.

LOGAN (O.S.)
Witness this, Grandpa!

Magneto turns just as Logan leaps from the side, swinging claws...

Magneto is thrown far, his helmet flying off. He hits the ground.

Logan lands and rolls, coming up on his feet.

The subway RAILS STOP GLOWING and JEAN'S OPENS, dropping her.

Magneto lifts himself off the ground MAGNETICALLY, turning and examining his side, which bleeds through his armor.

Logan charges, leaping, but Magneto THROWS a BOLT...

Logan is SLAMMED to the ground on his back.

Jean looks to the others, PROJECTING. Their RAILS RELEASE them.

Magneto RISES over Logan, furious. ENERGY BOLTS keep Logan down.

MAGNETO
You impudent whelp! I'll rip those metal bones from your body!

ENERGY DANCES all over Logan. He writhes in pain. But, a BLAST from Cyclops, visor sends Magneto CAREENING to one side.

Cyclops leads Beast, Iceman and Jean, FIRING again while Iceman PROPELS ICE MISSILES from his fists...

CYCLOPS
Give him hell, X-Men!

Magneto's HIT again. His MAGNETIC FIELD FALTERS. He falls a bit closer to the ground. Beast runs and leaps, curling into a ball, SLAMMING his body against the FORCE FIELD and bouncing off. Jean flies forward, giving Magneto a PSIONIC POUNDING from above.

Logan stands up, recovering, watching.

Magneto is battered about. More ICE PROJECTILES strike. Magneto's thrown, falling, unprotected...

Magneto hits the ground, in no condition to fight back. Logan

comes to him, yanks him up in one hand and brings his other hand back, about to skewer with claws...

CYCLOPS
Wolverine.

Logan's face is filled with anger. He's trying to decide. Pause.

He RETRACTS his CLAWS and PUNCHES.

Magneto hits the dirt.

LOGAN
(to Magneto)
You're under arrest.

EXT. BROOKLYN SHORELINE, EAST RIVER -- NIGHT

Army troops are stationed at the shore of the East River. A HELICOPTER is HEARD. Then, above the river, the X-chopper turns on its bright lights. It's headed this way. Soldiers see it.

Soldiers leap to their feet and call to their comrades. Many soldiers awaken. Some run from tents, guns in hand. The X-chopper glides to hover above them, coming lower. The door opens in the helicopter's side, and a giant BLOCK OF ICE is pushed out.

The block of ice hits the ground.

Blob's frozen inside it.

The X-chopper rises high and moves. A giant METAL MESH net is pushed out, hanging by a steel cable, lowered slowly...

Once the net's close to the ground, the cable is released. Soldiers gather as the X-chopper pulls up and flies away.

Inside the net: the bound, unconscious forms of Toad, Juggernaut and Magneto, all stripped of their armor.

INT. WHITE HOUSE, OVAL OFFICE -- DAY

CABINET MEMBERS stand, waiting patiently. Gyrich and Trask are seated, contrite. All eyes are on the grey haired PRESIDENT, who is in his comfy chair, facing the window with has back to us. After a long silence, the President throws a thick report on the desk, without turning. One ELDERLY OFFICIAL clears his throat.

ELDERLY OFFICIAL
What do we tell the world, Mr. President?

Long pause.

EXT. X-MANSION, DINING ROOM -- DAY

CLOSE on a RADIO. From the radio:

MALE VOICE (V.O.)
... members of the Brotherhood have been taken into custody, thanks to the combined effort of the United States intelligence community and the Armed Forces. Though,

government officials expressed regret that they were unable to capture the group of mutant terrorists called "X-Men," who are said to have assisted the Brotherhood in the take over. There will be a ticker-tape parade in Manhattan today...

Cyclops' hand turns the RADIO OFF.

CYCLOPS
Not for us.

Xavier and all the X-Men are here. Angel is in a wheelchair, his wings held in supporting splints, still wrapped in bandages. Cyclops returns to his seat. Dinner is served.

ICEMAN
Aw... who wants a lousy ticker-tape parade anyway?

ANGEL
I do.

ICEMAN
Yeah, me too.

Iceman laughs. A moment's silence. Xavier raises a glass.

XAVIER
If I may.

Everyone raises their glass. Xavier smiles.

XAVIER (CONT)
Word won't truly do justice. So, all I'll say is this...
(pause)
To you... my family.

Glasses CLINK together.

EXT. X-MANSION -- DAY

Logan's on his cycle. Xavier's here, with Angel, Iceman and Beast. Jean and Cyclops are on their way across the lawn. Iceman shakes Logan's hand.

LOGAN
Remember, kid. Might makes right.

ICEMAN
And, the bigger the might...

LOGAN
The bigger the right.

Iceman steps back as Jean and Cyclops arrive.

XAVIER
Are you sure we can't convince you to stay, Logan?

LOGAN
Nah. There is a certain ex-employer of mine up in Canada I'm going to have a chat

with. I'll be back though... someday.

CYCLOPS
Is that a promise?

LOGAN
It's as close as I get to one.

Cyclops puts out his hand. They shake. Jean comes to give Logan a hug. She holds tight.

JEAN GREY
Take care.

LOGAN
I will.

She lets go. Logan faces front, revs his cycle and drives.

The X-Men watch him go. They start back towards the mansion.

end